

**IN THE UNITED STATES DISTRICT COURT
MIDDLE DISTRICT OF TENNESSEE
NASHVILLE DIVISION**

**IN RE: REALPAGE, INC., RENTAL
SOFTWARE ANTITRUST LITIGATION
(NO. II)**

**Case No. 3:23-MD-03071
MDL No. 3071**

**This Document Relates To:
3:23-cv-00742**

Judge Waverly D. Crenshaw, Jr.

**PROMETHEUS REAL ESTATE GROUP, INC.'S ANSWER AND AFFIRMATIVE
DEFENSES TO MULTIFAMILY PLAINTIFFS' SECOND AMENDED
CONSOLIDATED CLASS ACTION COMPLAINT**

Defendant Prometheus Real Estate Group, Inc. ("Prometheus"), by and through its undersigned counsel of record, answers Plaintiffs' Second Amended Consolidated Class Action Complaint ("SAC"), Dkt. 728, and alleges additional or affirmative defenses as follows. Prometheus denies each and every allegation in the SAC's section headings and in all portions of the SAC not contained in numbered Paragraphs, including without limitation any and all charts, figures, tables, exhibits and appendices. To the extent that the SAC's allegations concern persons and/or entities other than Prometheus, Prometheus denies that such allegations support any claim for relief against Prometheus.

I. INTRODUCTION

ANSWER TO PARAGRAPH 1:

Prometheus avers that the allegations of Paragraph 1 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 1 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 1 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 2:

To the extent that the allegations of Paragraph 2 are definitional, Prometheus avers that no response is required. To the extent that a response is required and to the extent that the allegations of Paragraph 2 relate to other defendants, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent that a response is required as to matters relating to Prometheus, Prometheus denies all of the allegations of Paragraph 2, with the exception of matters

specifically admitted herein as follows. Prometheus admits that Plaintiffs in the SAC purport to refer to (i) Lease Rent Options as “LRO,” (ii) AI Revenue Management as “AIRM,” and (iii) RealPage revenue management software solutions, including Revenue Management, LRO, YieldStar, and AI Revenue Management, collectively as “Revenue Management Solutions” or “RMS,” although Prometheus disputes the propriety of such definitions and any inferences arising therefrom. Prometheus admits that it has used RealPage’s RMS.

ANSWER TO PARAGRAPH 3:

Prometheus avers that the allegations of Paragraph 3 constitute legal contentions and/or conclusions to which no response is required. To the extent that a response is required and to the extent that the allegations of Paragraph 3 relate to other defendants, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent that a response is required as to matters relating to Prometheus, Prometheus denies all of the allegations of Paragraph 3, with the exception of matters specifically admitted herein as follows. Prometheus admits that it manages certain multifamily residential properties.

ANSWER TO PARAGRAPH 4:

To the extent that the allegations of Paragraph 4 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 4 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 5:

To the extent that the allegations of Paragraph 5 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 5 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 6:

Prometheus avers that the allegations of Paragraph 6 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 6 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 6 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 7:

To the extent that the allegations of Paragraph 7 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 7 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 8:

Prometheus avers that the allegations of Paragraph 8 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 8 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 8 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

II. BACKGROUND

ANSWER TO PARAGRAPH 9:

To the extent that the allegations of Paragraph 9 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 9 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 10:

To the extent that the allegations of Paragraph 10 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 10 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 11:

To the extent that the allegations of Paragraph 11 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 11 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 12:

To the extent that the allegations of Paragraph 12 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 12 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 13:

Prometheus avers that the allegations of Paragraph 13 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 13 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 13 relate to other defendants or other persons,

Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 14:

To the extent that the allegations of Paragraph 14 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 14 relate to Prometheus, Prometheus denies all of those allegations, with the exception of matters specifically admitted herein as follows. Prometheus admits that it pays RealPage a licensing fee and has an agreement with RealPage with a term of at least one year to use RealPage's services.

ANSWER TO PARAGRAPH 15:

To the extent that the allegations of Paragraph 15 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 15 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 16:

To the extent that the allegations of Paragraph 16 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 16 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 17:

To the extent that the allegations of Paragraph 17 are definitional, Prometheus avers that no response is required. To the extent that a response is required and to the extent that the allegations of Paragraph 17 relate to other defendants, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent that a response is required as to matters relating to Prometheus, Prometheus denies all of the allegations of Paragraph 17, with the exception of matters specifically admitted herein as follows. Prometheus acknowledges that Plaintiffs in the SAC purport to use the terms "Pricing Advisors" and "Revenue Managers" interchangeably, although Prometheus disputes the propriety of these terms and any inferences arising therefrom. Further, Prometheus admits that, at times, it has communicated with a RealPage Pricing Advisor.

ANSWER TO PARAGRAPH 18:

To the extent that the allegations of Paragraph 18 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 18 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 19:

To the extent that the allegations of Paragraph 19 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 19 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 20:

To the extent that the allegations of Paragraph 20 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 20 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 21:

To the extent that the allegations of Paragraph 21 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 21 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 22:

To the extent that the allegations of Paragraph 22 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 22 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 23:

To the extent that the allegations of Paragraph 23 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 23 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 24:

To the extent that the allegations of Paragraph 24 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 24 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 25:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 25, and therefore denies them.

ANSWER TO PARAGRAPH 26:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 26, and therefore denies them.

ANSWER TO PARAGRAPH 27:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 27, and therefore denies them.

ANSWER TO PARAGRAPH 28:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 28, and therefore denies them.

ANSWER TO PARAGRAPH 29:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 29, and therefore denies them.

ANSWER TO PARAGRAPH 30:

To the extent that the allegations of Paragraph 30 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 30 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 31:

Prometheus avers that the allegations of Paragraph 31 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 31 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 31 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 32:

To the extent that the allegations of Paragraph 32 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 32 relate to Prometheus, Prometheus denies all of the allegations, with the exception of matters specifically admitted herein as follows. Prometheus admits that before, during, and after its use of RealPage's RMS, Prometheus independently sets prices.

ANSWER TO PARAGRAPH 33:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 33, and therefore denies them.

ANSWER TO PARAGRAPH 34:

To the extent that the allegations of Paragraph 34 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 34 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 35:

To the extent that the allegations of Paragraph 35 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 35 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 36:

To the extent that the allegations of Paragraph 36 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 36 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 37:

Prometheus avers that the allegations of Paragraph 37 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 37 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 37 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 38:

To the extent that the allegations of Paragraph 38 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 38 relate to Prometheus, Prometheus denies all of the allegations, with the exception of matters specifically admitted herein as follows. Prometheus admits that Breanna Berry was a Senior Asset Manager for Prometheus and spoke on a RealPage webcast, but denies that the quote attributed to Ms. Berry in the allegation appears in the source identified in footnote 55, and otherwise denies Plaintiffs' characterization of the webcast and avers that Plaintiffs' summary and the incorrect quote are out of context.

ANSWER TO PARAGRAPH 39:

Prometheus avers that the allegations of Paragraph 39 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 39 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 39 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 40:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 40, and therefore denies them.

ANSWER TO PARAGRAPH 41:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 41, and therefore denies them.

ANSWER TO PARAGRAPH 42:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 42, and therefore denies them, with the exception of matters specifically admitted herein as follows. Prometheus admits that the DOJ and certain State Attorneys General have publicly announced investigations and/or actions related to the conduct alleged in the SAC.

ANSWER TO PARAGRAPH 43:

Prometheus avers that the allegations of Paragraph 43 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 43 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 43 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

III. JURISDICTION AND VENUE

ANSWER TO PARAGRAPH 44:

Paragraph 44 contains legal conclusions to which no response is required. Prometheus admits that Plaintiffs purport to invoke the cited statutory provisions, but otherwise denies the allegations of Paragraph 44.

ANSWER TO PARAGRAPH 45:

Prometheus avers that the allegations of Paragraph 45 regarding subject matter jurisdiction constitute legal contentions and/or conclusions to which no response is required. To the extent that a response is required, and to the extent that allegations of Paragraph 45 relate to Prometheus, Prometheus denies all of the allegations of Paragraph 45.

ANSWER TO PARAGRAPH 46:

Prometheus avers that the allegations of Paragraph 46 regarding venue constitute legal contentions and/or conclusions to which no response is required. To the extent that a response is required, and to the extent that the allegations of Paragraph 46 relate to other defendants, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of those allegations, and therefore denies them. To the extent that allegations of Paragraph 46 relate to Prometheus, Prometheus denies all of the allegations of Paragraph 46, with the exception of matters specifically admitted herein as follows. Prometheus admits that the Judicial Panel on Multidistrict Litigation issued an order transferring certain related actions to this District, including an action originally filed in the Middle District of Tennessee naming Prometheus as a defendant which claims were purported to be severed and transferred by this Court to the Western District of Washington (CTO-6). Prometheus disputes the propriety of the severance and transfer of the claims against it and denies that venue is proper in this District as to Prometheus.

ANSWER TO PARAGRAPH 47:

Prometheus avers that the allegations of Paragraph 47 regarding personal jurisdiction constitute legal contentions and/or conclusions to which no response is required. To the extent that a response is required, and to the extent that allegations of Paragraph 47 relate to Prometheus, Prometheus denies all of the allegations of Paragraph 47.

ANSWER TO PARAGRAPH 48:

Prometheus avers that the allegations of Paragraph 48 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 48 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 48 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 49:

Prometheus avers that the allegations of Paragraph 49 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 49 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 49 relate to other defendants or other persons,

Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

IV. THE PARTIES

ANSWER TO PARAGRAPH 50:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 50, and therefore denies them.

ANSWER TO PARAGRAPH 51:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 51, and therefore denies them.

ANSWER TO PARAGRAPH 52:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 52, and therefore denies them.

ANSWER TO PARAGRAPH 53:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 53, and therefore denies them.

ANSWER TO PARAGRAPH 54:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 54, and therefore denies them.

ANSWER TO PARAGRAPH 55:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 55, and therefore denies them.

ANSWER TO PARAGRAPH 56:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 56, and therefore denies them.

ANSWER TO PARAGRAPH 57:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 57, and therefore denies them.

ANSWER TO PARAGRAPH 58:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 58, and therefore denies them.

ANSWER TO PARAGRAPH 59:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 59, and therefore denies them.

ANSWER TO PARAGRAPH 60:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 60, and therefore denies them.

ANSWER TO PARAGRAPH 61:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 61, and therefore denies them.

ANSWER TO PARAGRAPH 62:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 62, and therefore denies them.

ANSWER TO PARAGRAPH 63:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 63, and therefore denies them.

ANSWER TO PARAGRAPH 64:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 64, and therefore denies them.

ANSWER TO PARAGRAPH 65:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 65, and therefore denies them.

ANSWER TO PARAGRAPH 66:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 66, and therefore denies them.

ANSWER TO PARAGRAPH 67:

To the extent that the allegations of Paragraph 67 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 67 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 68:

Prometheus avers that the allegations of Paragraph 68 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 68 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 68 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 69:

To the extent that the allegations of Paragraph 69 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 69 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 70:

Prometheus avers that the allegations of Paragraph 70 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 70 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 70 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 71:

To the extent that the allegations of Paragraph 71 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 71 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 72:

Prometheus avers that the allegations of Paragraph 72 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 72 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 72 relate to other defendants or other persons,

Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 73:

To the extent that the allegations of Paragraph 73 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 73 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 74:

Prometheus avers that the allegations of Paragraph 74 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 74 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 74 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 75:

Prometheus avers that the allegations of Paragraph 75 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 75 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 75 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 76:

To the extent that the allegations of Paragraph 76 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 76 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 77:

Prometheus avers that the allegations of Paragraph 77 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 77 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 77 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 78:

Prometheus avers that the allegations of Paragraph 78 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 78 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 78 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 79:

To the extent that the allegations of Paragraph 79 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 79 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 80:

Prometheus avers that the allegations of Paragraph 80 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 80 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 80 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 81:

Prometheus avers that the allegations of Paragraph 81 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 81 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 81 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 82:

To the extent that the allegations of Paragraph 82 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 82 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 83:

Prometheus avers that the allegations of Paragraph 83 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 83 to the extent they purport to pertain to Prometheus. Further, to the

extent that the allegations of Paragraph 83 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 84:

To the extent that the allegations of Paragraph 84 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 84 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 85:

Prometheus avers that the allegations of Paragraph 85 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 85 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 85 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 86:

Prometheus avers that the allegations of Paragraph 86 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 86 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 86 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 87:

To the extent that the allegations of Paragraph 87 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 87 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 88:

Prometheus avers that the allegations of Paragraph 88 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 88 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 88 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 89:

Prometheus avers that the allegations of Paragraph 89 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 89 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 89 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 90:

To the extent that the allegations of Paragraph 90 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 90 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 91:

Prometheus avers that the allegations of Paragraph 91 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 91 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 91 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 92:

Prometheus avers that the allegations of Paragraph 92 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 92 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 92 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 93:

To the extent that the allegations of Paragraph 93 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 93 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 94:

Prometheus avers that the allegations of Paragraph 94 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 94 to the extent they purport to pertain to Prometheus. Further, to the

extent that the allegations of Paragraph 94 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 95:

Prometheus avers that the allegations of Paragraph 95 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 95 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 95 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 96:

To the extent that the allegations of Paragraph 96 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 96 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 97:

Prometheus avers that the allegations of Paragraph 97 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 97 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 97 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 98:

Prometheus avers that the allegations of Paragraph 98 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 98 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 98 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 99:

To the extent that the allegations of Paragraph 99 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 99 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 100:

Prometheus avers that the allegations of Paragraph 100 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 100 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 100 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 101:

Prometheus avers that the allegations of Paragraph 101 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 101 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 101 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 102:

To the extent that the allegations of Paragraph 102 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 102 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 103:

Prometheus avers that the allegations of Paragraph 103 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 103 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 103 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 104:

Prometheus avers that the allegations of Paragraph 104 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 104 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 104 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 105:

To the extent that the allegations of Paragraph 105 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 105 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 106:

Prometheus avers that the allegations of Paragraph 106 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 106 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 106 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 107:

Prometheus avers that the allegations of Paragraph 107 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 107 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 107 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 108:

To the extent that the allegations of Paragraph 108 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 108 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 109:

Prometheus avers that the allegations of Paragraph 109 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 109 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 109 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 110:

Prometheus avers that the allegations of Paragraph 110 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 110 to the extent they purport to pertain to Prometheus. Further, to the

extent that the allegations of Paragraph 110 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 111:

To the extent that the allegations of Paragraph 111 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 111 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 112:

Prometheus avers that the allegations of Paragraph 112 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 112 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 112 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 113:

Prometheus avers that the allegations of Paragraph 113 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 113 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 113 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 114:

To the extent that the allegations of Paragraph 114 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 114 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 115:

Prometheus avers that the allegations of Paragraph 115 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 115 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 115 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 116:

Prometheus avers that the allegations of Paragraph 116 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 116 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 116 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 117:

To the extent that the allegations of Paragraph 117 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 117 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 118:

Prometheus avers that the allegations of Paragraph 118 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 118 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 118 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 119:

Prometheus avers that the allegations of Paragraph 119 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 119 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 119 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 120:

To the extent that the allegations of Paragraph 120 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 120 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 121:

Prometheus avers that the allegations of Paragraph 121 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 121 to the extent they purport to pertain to Prometheus. Further, to the

extent that the allegations of Paragraph 121 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 122:

Prometheus avers that the allegations of Paragraph 122 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 122 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 122 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 123:

To the extent that the allegations of Paragraph 123 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 123 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 124:

Prometheus avers that the allegations of Paragraph 124 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 124 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 124 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 125:

Prometheus avers that the allegations of Paragraph 125 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 125 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 125 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 126:

To the extent that the allegations of Paragraph 126 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 126 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 127:

Prometheus avers that the allegations of Paragraph 127 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 127 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 127 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 128:

Prometheus avers that the allegations of Paragraph 128 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 128 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 128 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 129:

To the extent that the allegations of Paragraph 129 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 129 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 130:

Prometheus avers that the allegations of Paragraph 130 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 130 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 130 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 131:

Prometheus avers that the allegations of Paragraph 131 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 131 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 131 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 132:

To the extent that the allegations of Paragraph 132 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 132 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 133:

Prometheus avers that the allegations of Paragraph 133 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 133 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 133 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 134:

Prometheus avers that the allegations of Paragraph 134 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 134 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 134 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 135:

To the extent that the allegations of Paragraph 135 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 135 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 136:

Prometheus avers that the allegations of Paragraph 136 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 136 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 136 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 137:

Prometheus avers that the allegations of Paragraph 137 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 137 to the extent they purport to pertain to Prometheus. Further, to the

extent that the allegations of Paragraph 137 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 138:

To the extent that the allegations of Paragraph 138 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 138 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 139:

Prometheus avers that the allegations of Paragraph 139 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 139 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 139 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 140:

Prometheus avers that the allegations of Paragraph 140 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 140 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 140 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 141:

To the extent that the allegations of Paragraph 141 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 141 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 142:

Prometheus avers that the allegations of Paragraph 142 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 142 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 142 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 143:

Prometheus avers that the allegations of Paragraph 143 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 143 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 143 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 144:

Prometheus avers that the allegations of Paragraph 144 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 144 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 144 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 145:

Prometheus avers that the allegations of Paragraph 145 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 145 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 145 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 146:

Prometheus avers that the allegations of Paragraph 146 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 146 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 146 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 147:

To the extent that the allegations of Paragraph 147 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 147 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 148:

Prometheus avers that the allegations of Paragraph 148 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 148 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 148 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 149:

Prometheus avers that the allegations of Paragraph 149 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 149 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 149 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 150:

To the extent that the allegations of Paragraph 150 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 150 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 151:

Prometheus avers that the allegations of Paragraph 151 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 151 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 151 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 152:

Prometheus avers that the allegations of Paragraph 152 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 152 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 152 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 153:

To the extent that the allegations of Paragraph 153 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 153 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 154:

Prometheus avers that the allegations of Paragraph 154 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 154 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 154 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 155:

Prometheus avers that the allegations of Paragraph 155 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 155 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 155 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 156:

To the extent that the allegations of Paragraph 156 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 156 relate to Prometheus, Prometheus denies all of those allegations, with the exception of matters specifically admitted herein as follows. Prometheus admits that Plaintiffs in the SAC purport to refer to Prometheus Real Estate Group, Inc. as “Prometheus.” Prometheus further admits that it is a California corporation headquartered in San Mateo, California. Prometheus denies that Metropolitan Statistical Areas (“MSAs”) are in any way relevant factually or legally with respect to any antitrust or class certification analysis and Prometheus admits that it operates some properties in the stated MSAs.

ANSWER TO PARAGRAPH 157:

Prometheus avers that the allegations of Paragraph 157 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 157 to the extent they purport to pertain to Prometheus, with the exception of matters specifically admitted herein as follows. Prometheus admits that it has entered into and paid for a written contract for YieldStar in connection with the management of some properties in California, Oregon, and Washington. Prometheus also admits that Jason

Kenworthy has been employed as a Senior Director of Business Solutions for Prometheus, Breanna Berry has been employed as a Senior Asset Manager, and Alan Bradford has been employed as a Regional Neighborhood Director. To the extent that the allegations of Paragraph 157 relate to other defendants or persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 158:

Prometheus avers that the allegations of Paragraph 158 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 158 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 158 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 159:

To the extent that the allegations of Paragraph 159 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 159 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 160:

Prometheus avers that the allegations of Paragraph 160 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 160 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 160 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 161:

Prometheus avers that the allegations of Paragraph 161 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 161 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 161 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 162:

To the extent that the allegations of Paragraph 162 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 162 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 163:

Prometheus avers that the allegations of Paragraph 163 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 163 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 163 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 164:

Prometheus avers that the allegations of Paragraph 164 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 164 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 164 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 165:

To the extent that the allegations of Paragraph 165 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 165 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 166:

Prometheus avers that the allegations of Paragraph 166 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 166 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 166 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 167:

Prometheus avers that the allegations of Paragraph 167 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 167 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 167 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 168:

To the extent that the allegations of Paragraph 168 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 168 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 169:

Prometheus avers that the allegations of Paragraph 169 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 169 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 169 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 170:

Prometheus avers that the allegations of Paragraph 170 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 170 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 170 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 171:

To the extent that the allegations of Paragraph 171 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 171 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 172:

Prometheus avers that the allegations of Paragraph 172 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 172 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 172 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 173:

Prometheus avers that the allegations of Paragraph 173 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 173 to the extent they purport to pertain to Prometheus. Further, to the

extent that the allegations of Paragraph 173 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 174:

To the extent that the allegations of Paragraph 174 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 174 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 175:

Prometheus avers that the allegations of Paragraph 175 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 175 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 175 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 176:

Prometheus avers that the allegations of Paragraph 176 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 176 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 176 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 177:

To the extent that the allegations of Paragraph 177 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 177 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 178:

Prometheus avers that the allegations of Paragraph 178 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 178 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 178 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 179:

Prometheus avers that the allegations of Paragraph 179 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 179 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 179 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 180:

To the extent that the allegations of Paragraph 180 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 180 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 181:

Prometheus avers that the allegations of Paragraph 181 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 181 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 181 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 182:

To the extent that the allegations of Paragraph 182 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 182 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 183:

Prometheus avers that the allegations of Paragraph 183 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 183 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 183 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 184:

Prometheus avers that the allegations of Paragraph 184 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 184 to the extent they purport to pertain to Prometheus. Further, to the

extent that the allegations of Paragraph 184 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 185:

To the extent that the allegations of Paragraph 185 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 185 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 186:

Prometheus avers that the allegations of Paragraph 186 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 186 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 186 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 187:

To the extent that the allegations of Paragraph 187 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 187 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 188:

Prometheus avers that the allegations of Paragraph 188 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 188 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 188 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 189:

To the extent that the allegations of Paragraph 189 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 189 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 190:

Prometheus avers that the allegations of Paragraph 190 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 190 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 190 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 191:

Prometheus avers that the allegations of Paragraph 191 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 191 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 191 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 192:

To the extent that the allegations of Paragraph 192 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 192 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 193:

Prometheus avers that the allegations of Paragraph 193 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 193 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 193 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 194:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 194 and therefore denies them.

ANSWER TO PARAGRAPH 195:

Prometheus avers that the allegations of Paragraph 195 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 195 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 195 relate to other defendants or other persons,

Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 196:

Prometheus admits that Paragraph 196 purports to define acts as set forth in the SAC, but otherwise denies the propriety of the definition provided or any inference arising therefrom.

ANSWER TO PARAGRAPH 197:

To the extent that the allegations of Paragraph 197 are definitional, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 197, and therefore denies them.

ANSWER TO PARAGRAPH 198:

To the extent that the allegations of Paragraph 198 are definitional, Prometheus avers that no response is required. To the extent a response is required, Prometheus denies that it is an “Owner-operator” and lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 198, and therefore denies them.

ANSWER TO PARAGRAPH 199:

To the extent that the allegations of Paragraph 199 are definitional, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 199, and therefore denies them.

ANSWER TO PARAGRAPH 200:

Prometheus avers that the allegations of Paragraph 200 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 200 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 200 relate to other defendants, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 201:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 201, and therefore denies them.

V. FACTUAL ALLEGATIONS

A. Historical Competition Among Residential Property Managers.

ANSWER TO PARAGRAPH 202:

To the extent that the allegations of Paragraph 202 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent that the allegations of Paragraph 202 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 203:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 203, and therefore denies them.

ANSWER TO PARAGRAPH 204:

The fourth and fifth sentences of Paragraph 204 contain legal conclusions to which no response is required. To the extent a response is required, Prometheus denies the allegations in the fourth and fifth sentences of Paragraph 204. To the extent that the remaining allegations of Paragraph 204 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent that the remaining allegations of Paragraph 204 relate to Prometheus, Prometheus denies them.

ANSWER TO PARAGRAPH 205:

Prometheus avers that the allegations of Paragraph 205 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 205 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 205 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 206:

Prometheus avers that the allegations of Paragraph 206 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 206 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 206 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 207:

Prometheus avers that the allegations of Paragraph 207 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the

allegations of Paragraph 207 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 207 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

B. Evolution of RealPage's Revenue Management Solutions.

ANSWER TO PARAGRAPH 208:

Prometheus avers that the allegations of Paragraph 208 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 208 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 208 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 209:

To the extent that the allegations of Paragraph 209 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent that the allegations of Paragraph 209 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 210:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 210, and therefore denies them.

ANSWER TO PARAGRAPH 211:

Prometheus avers that the allegations of Paragraph 211 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 211 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 211 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 212:

To the extent that the allegations of Paragraph 212 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent that the allegations of Paragraph 212 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 213:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 213, and therefore denies them.

ANSWER TO PARAGRAPH 214:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 214, and therefore denies them.

ANSWER TO PARAGRAPH 215:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 215, and therefore denies them.

ANSWER TO PARAGRAPH 216:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 216, and therefore denies them.

ANSWER TO PARAGRAPH 217:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 217, and therefore denies them.

ANSWER TO PARAGRAPH 218:

Prometheus avers that the allegations of Paragraph 218 constitute legal contentions and/or conclusions to which no response is required. To the extent a response is required to the allegations of Paragraph 218, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 219:

Prometheus avers that the allegations of Paragraph 219 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 219 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 219 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 220:

Prometheus avers that the allegations of Paragraph 220 constitute legal contentions and/or conclusions to which no response is required. To the extent a response is required to the

allegations of Paragraph 220, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 221:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 221, and therefore denies them.

ANSWER TO PARAGRAPH 222:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 222, and therefore denies them.

ANSWER TO PARAGRAPH 223:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 223, and therefore denies them.

ANSWER TO PARAGRAPH 224:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 224, and therefore denies them.

ANSWER TO PARAGRAPH 225:

To the extent that the allegations of Paragraph 225 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent that the allegations of Paragraph 225 relate to Prometheus, Prometheus denies all of those allegations.

C. Property Management Companies Effectively Outsourced Pricing and Supply Decisions to RealPage, Eliminating Competition.

ANSWER TO PARAGRAPH 226:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 226, and therefore denies them.

ANSWER TO PARAGRAPH 227:

To the extent that the allegations of Paragraph 227 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 227 relate to Prometheus, Prometheus denies all of those allegations, with the exception of matters specifically admitted herein as follows. Prometheus admits that RealPage has access to certain of its data. Prometheus denies the remaining allegations in paragraph 227.

ANSWER TO PARAGRAPH 228:

Prometheus avers that the allegations of Paragraph 228 constitute legal contentions and/or conclusions to which no response is required. To the extent a response is required to the allegations of Paragraph 228, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 229:

Prometheus avers that the allegations of Paragraph 229 constitute legal contentions and/or conclusions to which no response is required. To the extent a response is required to the allegations of Paragraph 229, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 230:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 230, and therefore denies them.

ANSWER TO PARAGRAPH 231:

Prometheus avers that the allegations of Paragraph 231 constitute legal contentions and/or conclusions to which no response is required. To the extent a response is required to the allegations of Paragraph 231, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 232:

To the extent that the allegations of Paragraph 232 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent that the allegations of Paragraph 232 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 233:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 233, and therefore denies them.

ANSWER TO PARAGRAPH 234:

To the extent that the allegations of Paragraph 234 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent that the allegations of Paragraph 234 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 235:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 235, and therefore denies them.

ANSWER TO PARAGRAPH 236:

Prometheus avers that the allegations of Paragraph 236 constitute legal contentions and/or conclusions to which no response is required. To the extent a response is required to the allegations of Paragraph 236, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 237:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 237, and therefore denies them.

ANSWER TO PARAGRAPH 238:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 238, and therefore denies them.

ANSWER TO PARAGRAPH 239:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 239, and therefore denies them.

ANSWER TO PARAGRAPH 240:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 240, and therefore denies them.

ANSWER TO PARAGRAPH 241:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 241, and therefore denies them.

ANSWER TO PARAGRAPH 242:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 242, and therefore denies them.

ANSWER TO PARAGRAPH 243:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 243, and therefore denies them.

ANSWER TO PARAGRAPH 244:

Prometheus avers that the allegations of Paragraph 244 constitute legal contentions and/or conclusions to which no response is required. To the extent a response is required to the allegations of Paragraph 244, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 245:

Prometheus avers that the allegations of Paragraph 245 constitute legal contentions and/or conclusions to which no response is required. To the extent a response is required to the allegations of Paragraph 245, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 246:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 246, and therefore denies them.

ANSWER TO PARAGRAPH 247:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 247, and therefore denies them.

ANSWER TO PARAGRAPH 248:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 248, and therefore denies them.

ANSWER TO PARAGRAPH 249:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 249, and therefore denies them.

ANSWER TO PARAGRAPH 250:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 250, and therefore denies them.

ANSWER TO PARAGRAPH 251:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 251, and therefore denies them.

ANSWER TO PARAGRAPH 252:

To the extent that the allegations of Paragraph 252 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent that the allegations of Paragraph 252 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 253:

To the extent that the allegations of Paragraph 253 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent that the allegations of Paragraph 253 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 254:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 254, and therefore denies them.

D. Defendants Collectively Monitor Compliance with the Scheme.

ANSWER TO PARAGRAPH 255:

To the extent that the allegations of Paragraph 255 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent that the allegations of Paragraph 255 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 256:

To the extent that the allegations of Paragraph 256 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent that the allegations of Paragraph 256 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 257:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 257, and therefore denies them.

ANSWER TO PARAGRAPH 258:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 258, and therefore denies them.

ANSWER TO PARAGRAPH 259:

To the extent that the allegations of Paragraph 259 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent that the allegations of Paragraph 259 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 260:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 260, and therefore denies them.

ANSWER TO PARAGRAPH 261:

To the extent that the allegations of Paragraph 261 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent that the allegations of Paragraph 261 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 262:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 262, and therefore denies them.

ANSWER TO PARAGRAPH 263:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 263, and therefore denies them.

ANSWER TO PARAGRAPH 264:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 264, and therefore denies them.

ANSWER TO PARAGRAPH 265:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 265, and therefore denies them.

ANSWER TO PARAGRAPH 266:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 266, and therefore denies them.

ANSWER TO PARAGRAPH 267:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 267, and therefore denies them.

ANSWER TO PARAGRAPH 268:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 268, and therefore denies them.

ANSWER TO PARAGRAPH 269:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 269, and therefore denies them.

ANSWER TO PARAGRAPH 270:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 270, and therefore denies them.

ANSWER TO PARAGRAPH 271:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 271, and therefore denies them.

ANSWER TO PARAGRAPH 272:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 272, and therefore denies them.

ANSWER TO PARAGRAPH 273:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 273, and therefore denies them.

ANSWER TO PARAGRAPH 274:

Prometheus avers that the allegations of Paragraph 274 constitute legal contentions and/or conclusions to which no response is required. To the extent a response is required to the allegations of Paragraph 274, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 275:

To the extent that the allegations of Paragraph 275 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and

therefore denies them. To the extent that the allegations of Paragraph 275 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 276:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 276, and therefore denies them.

ANSWER TO PARAGRAPH 277:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 277, and therefore denies them.

ANSWER TO PARAGRAPH 278:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 278, and therefore denies them.

ANSWER TO PARAGRAPH 279:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 279, and therefore denies them.

ANSWER TO PARAGRAPH 280:

To the extent that the allegations of Paragraph 280 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent that the allegations of Paragraph 280 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 281:

To the extent that the allegations of Paragraph 281 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent that the allegations of Paragraph 281 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 282:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 282, and therefore denies them.

ANSWER TO PARAGRAPH 283:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 283, and therefore denies them.

ANSWER TO PARAGRAPH 284:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 284, and therefore denies them.

ANSWER TO PARAGRAPH 285:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 285, and therefore denies them.

ANSWER TO PARAGRAPH 286:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 286, and therefore denies them.

E. Property Owners and Managers Who Adopted RealPage's Pricing Recommendations Did So With the Common Goal of Raising Rent Prices Which Caused Inflated Rental Prices and Reduced Occupancy Levels in Their Respective Metro Areas.

ANSWER TO PARAGRAPH 287:

Prometheus avers that the allegations of Paragraph 287 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 287 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 287 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 288:

To the extent that the allegations of Paragraph 288 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent that the allegations of Paragraph 288 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 289:

To the extent that the allegations of Paragraph 289 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent that the allegations of Paragraph 289 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 290:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 290, and therefore denies them.

ANSWER TO PARAGRAPH 291:

Prometheus avers that the allegations of Paragraph 291 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 291 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 291 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 292:

Prometheus avers that the allegations of Paragraph 292 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 292 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 292 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 293:

Prometheus avers that the allegations of Paragraph 293 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 293 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 293 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 294:

To the extent that the allegations of Paragraph 294 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent that the allegations of Paragraph 294 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 295:

To the extent that the allegations of Paragraph 295 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent that the allegations of Paragraph 295 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 296:

To the extent that the allegations of Paragraph 296 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and

therefore denies them. To the extent that the allegations of Paragraph 296 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 297:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 297, and therefore denies them.

ANSWER TO PARAGRAPH 298:

To the extent that the allegations of Paragraph 298 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent that the allegations of Paragraph 298 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 299:

To the extent that the allegations of Paragraph 299 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent that the allegations of Paragraph 299 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 300:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 300, and therefore denies them.

ANSWER TO PARAGRAPH 301:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 301, and therefore denies them.

ANSWER TO PARAGRAPH 302:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 302, and therefore denies them.

ANSWER TO PARAGRAPH 303:

Prometheus avers that the allegations of Paragraph 303 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 303 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 303 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 304:

To the extent that the allegations of Paragraph 304 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent that the allegations of Paragraph 304 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 305:

To the extent that the allegations of Paragraph 305 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent that the allegations of Paragraph 305 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 306:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 306, and therefore denies them.

ANSWER TO PARAGRAPH 307:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 307, and therefore denies them.

ANSWER TO PARAGRAPH 308:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 308, and therefore denies them.

ANSWER TO PARAGRAPH 309:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 309, and therefore denies them.

ANSWER TO PARAGRAPH 310:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 310, and therefore denies them.

ANSWER TO PARAGRAPH 311:

Prometheus avers that the allegations of Paragraph 311 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 311 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 311 relate to other defendants or other persons,

Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 312:

Prometheus avers that the allegations of Paragraph 312 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 312 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 312 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

F. Property Owners and Managers Conspired Through Trade Associations to Standardize Lease Terms Unfavorable to Plaintiffs and Members of the Class.

ANSWER TO PARAGRAPH 313:

Prometheus avers that the allegations of Paragraph 313 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 313 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 313 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 314:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 314, and therefore denies them.

ANSWER TO PARAGRAPH 315:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 315, and therefore denies them.

ANSWER TO PARAGRAPH 316:

Prometheus avers that the allegations of Paragraph 316 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 316 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 316 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 317:

Prometheus avers that the allegations of Paragraph 317 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the

allegations of Paragraph 317 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 317 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 318:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 318, and therefore denies them.

ANSWER TO PARAGRAPH 319:

To the extent that the allegations of Paragraph 319 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 319, and therefore denies them.

ANSWER TO PARAGRAPH 320:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 320, and therefore denies them.

ANSWER TO PARAGRAPH 321:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 321, and therefore denies them.

ANSWER TO PARAGRAPH 322:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 322, and therefore denies them.

ANSWER TO PARAGRAPH 323:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 323, and therefore denies them.

ANSWER TO PARAGRAPH 324:

To the extent that the allegations of Paragraph 324 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 324, and therefore denies them.

ANSWER TO PARAGRAPH 325:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 325, and therefore denies them.

ANSWER TO PARAGRAPH 326:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 326, and therefore denies them.

ANSWER TO PARAGRAPH 327:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 327, and therefore denies them.

ANSWER TO PARAGRAPH 328:

To the extent that the allegations of Paragraph 328 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 328, and therefore denies them.

ANSWER TO PARAGRAPH 329:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 329, and therefore denies them.

ANSWER TO PARAGRAPH 330:

To the extent that the allegations of Paragraph 330 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 330, and therefore denies them.

ANSWER TO PARAGRAPH 331:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 331, and therefore denies them.

G. Preliminary Economic Analysis Confirms the Impact of RealPage's Revenue Management on Multifamily Rental Markets Nationwide.

ANSWER TO PARAGRAPH 332:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 332, and therefore denies them.

i. Defendants' Increased Revenues Resulted from Proportionally Higher, Artificially Inflated Rent Increases.

ANSWER TO PARAGRAPH 333:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 333, and therefore denies them.

ANSWER TO PARAGRAPH 334:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 334, and therefore denies them.

ANSWER TO PARAGRAPH 335:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 335, and therefore denies them.

ANSWER TO PARAGRAPH 336:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 336, and therefore denies them.

ii. Owners, Owner-Operators, and Managing Defendants Engaged in Tacit Collusion to Artificially Increase Multifamily Rental Prices.

ANSWER TO PARAGRAPH 337:

Prometheus avers that the allegations of Paragraph 337 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 337 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 337 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 338:

To the extent that the allegations of Paragraph 338 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent that the allegations of Paragraph 338 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 339:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 339, and therefore denies them.

ANSWER TO PARAGRAPH 340:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 340, and therefore denies them.

ANSWER TO PARAGRAPH 341:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 341, and therefore denies them.

ANSWER TO PARAGRAPH 342:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 342, and therefore denies them.

ANSWER TO PARAGRAPH 343:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 343, and therefore denies them.

ANSWER TO PARAGRAPH 344:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 344, and therefore denies them.

ANSWER TO PARAGRAPH 345:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 345, and therefore denies them.

ANSWER TO PARAGRAPH 346:

To the extent that the allegations of Paragraph 346 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 346 relate to Prometheus, Prometheus denies all of the allegations, with the exception of matters specifically admitted herein as follows. Prometheus denies that MSAs are in any way relevant factually or legally with respect to any antitrust or class certification analysis and Prometheus admits that it manages some properties in the stated MSA.

ANSWER TO PARAGRAPH 347:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 347, and therefore denies them.

ANSWER TO PARAGRAPH 348:

To the extent that the allegations of Paragraph 348 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent that the allegations of Paragraph 348 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 349:

To the extent that the allegations of Paragraph 349 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent that the allegations of Paragraph 349 relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 350:

To the extent that the allegations of Paragraph 350 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent that the allegations of Paragraph 350 relate to Prometheus, Prometheus denies all of those allegations.

iii. Supply and Demand Factors Do Not Explain Inflated Rental Prices.

ANSWER TO PARAGRAPH 351:

Prometheus admits that a regression analysis is a statistical method that describes the relationship between two or more variables. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 351, and therefore denies them.

ANSWER TO PARAGRAPH 352:

Prometheus avers that the allegations of Paragraph 352 constitute legal contentions and/or conclusions to which no response is required. To the extent that a response is required and to the extent that the allegations of Paragraph 352 relate to other defendants, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent that a response is required as to matters relating to Prometheus, Prometheus denies all of the allegations of Paragraph 352, with the exception of matters specifically admitted herein as follows. To the extent that the allegations of Paragraph 352 are definitional, Prometheus admits that Plaintiffs in the SAC purport to refer to purported rental housing markets in Atlanta, Phoenix, Orlando, and Dallas collectively as the “Regression Submarkets,” although Prometheus disputes the propriety of such definitions and any inferences arising therefrom.

ANSWER TO PARAGRAPH 353:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 353, and therefore denies them.

ANSWER TO PARAGRAPH 354:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 354, and therefore denies them.

iv. Atlanta Submarket.

ANSWER TO PARAGRAPH 355:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 355, and therefore denies them.

ANSWER TO PARAGRAPH 356:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 356, and therefore denies them.

ANSWER TO PARAGRAPH 357:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 357, and therefore denies them.

ANSWER TO PARAGRAPH 358:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 358, and therefore denies them.

ANSWER TO PARAGRAPH 359:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 359, and therefore denies them.

ANSWER TO PARAGRAPH 360:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 360, and therefore denies them.

v. Orlando Submarket.

ANSWER TO PARAGRAPH 361:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 361, and therefore denies them.

vi. Phoenix Submarket.

ANSWER TO PARAGRAPH 362:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 362, and therefore denies them.

vii. Fort Worth (Dallas Submarket).

ANSWER TO PARAGRAPH 363:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 363, and therefore denies them.

ANSWER TO PARAGRAPH 364:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 364, and therefore denies them.

ANSWER TO PARAGRAPH 365:

Prometheus denies Paragraph 365.

H. “Plus Factors” in the Multifamily Rental Housing Market Provide Additional Evidence of a Price Fixing Conspiracy.

ANSWER TO PARAGRAPH 366:

Prometheus avers that the allegations of Paragraph 366 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 366 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 366 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

;

ANSWER TO PARAGRAPH 367:

Prometheus avers that the allegations of Paragraph 367 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 367 to the extent they purport to pertain to Prometheus. Further, to the

extent that the allegations of Paragraph 367 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

i. The Multifamily Rental Market Is Highly Concentrated.

ANSWER TO PARAGRAPH 368:

Prometheus avers that the allegations of Paragraph 368 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 368 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 368 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ii. High Barriers to Entry.

ANSWER TO PARAGRAPH 369:

To the extent that the allegations of Paragraph 369 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 369, and therefore denies them.

ANSWER TO PARAGRAPH 370:

To the extent that the allegations of Paragraph 370 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 370, and therefore denies them.

ANSWER TO PARAGRAPH 371:

Prometheus avers that the allegations of Paragraph 371 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 371 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 371 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

iii. High Switching Costs for Renters.

ANSWER TO PARAGRAPH 372:

Prometheus avers that the allegations of Paragraph 372 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 372 to the extent they purport to pertain to Prometheus. Further, to the

extent that the allegations of Paragraph 372 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 373:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 373, and therefore denies them.

ANSWER TO PARAGRAPH 374:

Prometheus avers that the allegations of Paragraph 374 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 374 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 374 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

iv. Inelasticity of Demand.

ANSWER TO PARAGRAPH 375:

Prometheus avers that the allegations of Paragraph 375 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 375 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 375 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 376:

Prometheus avers that the allegations of Paragraph 376 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 376 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 376 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

v. Multifamily Rental Housing Units Are a Fungible Product.

ANSWER TO PARAGRAPH 377:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 377, and therefore denies them.

ANSWER TO PARAGRAPH 378:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 378, and therefore denies them.

ANSWER TO PARAGRAPH 379:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 379, and therefore denies them.

vi. Defendants Exchange Competitively Sensitive Information.

ANSWER TO PARAGRAPH 380:

Prometheus avers that the allegations of Paragraph 380 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 380 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 380 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

vii. Motive, Opportunities, and Invitations to Collude.

ANSWER TO PARAGRAPH 381:

Prometheus avers that the allegations of Paragraph 381 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 381 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 381 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 382:

Prometheus avers that the allegations of Paragraph 382 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 382 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 382 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 383:

Prometheus avers that the allegations of Paragraph 383 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 383 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 383 relate to other defendants or other persons,

Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 384:

Prometheus avers that the allegations of Paragraph 384 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 384 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 384 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 385:

Prometheus avers that the allegations of Paragraph 385 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 385 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 385 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 386:

Prometheus avers that the allegations of Paragraph 386 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 386 to the extent they purport to pertain to Prometheus, with the exception of matters specifically admitted herein as follows. Prometheus admits that one or more of its employees has attended one or more events hosted by National Multifamily Housing Council. To the extent that the allegations of Paragraph 386 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 387:

Prometheus avers that the allegations of Paragraph 387 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 387 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 387 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 388:

To the extent that the allegations of Paragraph 388 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus

lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 388, and therefore denies them.

ANSWER TO PARAGRAPH 389:

Prometheus avers that the allegations of Paragraph 389 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 389 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 389 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 390:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 390, and therefore denies them.

ANSWER TO PARAGRAPH 391:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 391, and therefore denies them.

VI. RELEVANT MARKET

ANSWER TO PARAGRAPH 392:

Prometheus avers that the allegations of Paragraph 392 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 392 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 392 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 393:

Prometheus avers that the allegations of Paragraph 393 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 393 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 393 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

A. The Relevant Product Market Is Multifamily Residential Real Estate Leases.

ANSWER TO PARAGRAPH 394:

Prometheus avers that the allegations of Paragraph 394 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 394 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 394 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 395:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 395, and therefore denies them.

ANSWER TO PARAGRAPH 396:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 396, and therefore denies them.

ANSWER TO PARAGRAPH 397:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 397, and therefore denies them.

ANSWER TO PARAGRAPH 398:

Prometheus avers that the allegations of Paragraph 398 constitute legal contentions and/or conclusions to which no response is required. To the extent that a response is required and to the extent that the allegations of Paragraph 398 relate to other defendants, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent that a response is required as to matters relating to Prometheus, Prometheus denies all of the allegations of Paragraph 398, with the exception of matters specifically admitted herein as follows. To the extent that the allegations of Paragraph 398 are definitional, Prometheus admits that Plaintiffs in the SAC purport to define the SNNIP test.

ANSWER TO PARAGRAPH 399:

Prometheus avers that the allegations of Paragraph 399 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 399 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 399 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

B. Defendants' Market Power in the Multifamily Residential Real Estate Market.

ANSWER TO PARAGRAPH 400:

Prometheus avers that the allegations of Paragraph 400 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 400 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 400 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 401:

Prometheus avers that the allegations of Paragraph 401 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 401 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 401 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 402:

Prometheus avers that the allegations of Paragraph 402 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 402 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 402 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 403:

Prometheus avers that the allegations of Paragraph 403 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 403 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 403 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 404:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 404, and therefore denies them.

C. Regional Submarkets.

ANSWER TO PARAGRAPH 405:

Prometheus avers that the allegations of Paragraph 405 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 405 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 405 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 406:

To the extent that the allegations of Paragraph 406 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 406 relate to Prometheus, Prometheus denies all of those allegations, with the exception of matters specifically admitted herein as follows. Prometheus denies that MSAs are in any way relevant factually or legally with respect to any antitrust or class certification analysis and Prometheus admits that it operates some properties in the stated MSAs.

ANSWER TO PARAGRAPH 407:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 407, and therefore denies them.

ANSWER TO PARAGRAPH 408:

To the extent that the allegations of Paragraph 408 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent the allegations of Paragraph 408 relate to Prometheus, Prometheus denies all of those allegations, with the exception of matters specifically admitted herein as follows. Prometheus denies that MSAs are in any way relevant factually or legally with respect to any antitrust or class certification analysis and Prometheus admits that it operates some properties in the stated MSAs.

ANSWER TO PARAGRAPH 409:

Prometheus avers that the allegations of Paragraph 409 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 409 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 409 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

i. Nashville, Tennessee

ANSWER TO PARAGRAPH 410:

To the extent that the allegations of Paragraph 410 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 410, and therefore denies them.

ANSWER TO PARAGRAPH 411:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 411, and therefore denies them.

ANSWER TO PARAGRAPH 412:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 412, and therefore denies them.

ANSWER TO PARAGRAPH 413:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 413, and therefore denies them.

ANSWER TO PARAGRAPH 414:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 414, and therefore denies them.

ANSWER TO PARAGRAPH 415:

To the extent that the allegations of Paragraph 415 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 415, and therefore denies them.

ii. Atlanta, Georgia

ANSWER TO PARAGRAPH 416:

To the extent that the allegations of Paragraph 416 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 416, and therefore denies them.

ANSWER TO PARAGRAPH 417:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 417, and therefore denies them.

ANSWER TO PARAGRAPH 418:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 418, and therefore denies them.

ANSWER TO PARAGRAPH 419:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 419, and therefore denies them.

ANSWER TO PARAGRAPH 420:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 420, and therefore denies them.

ANSWER TO PARAGRAPH 421:

To the extent that the allegations of Paragraph 421 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 421, and therefore denies them.

iii. Austin, Texas

ANSWER TO PARAGRAPH 422:

To the extent that the allegations of Paragraph 422 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 422, and therefore denies them.

ANSWER TO PARAGRAPH 423:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 423, and therefore denies them.

ANSWER TO PARAGRAPH 424:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 424, and therefore denies them.

ANSWER TO PARAGRAPH 425:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 425, and therefore denies them.

ANSWER TO PARAGRAPH 426:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 426, and therefore denies them.

ANSWER TO PARAGRAPH 427:

Prometheus avers that the allegations of Paragraph 427 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 427 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 427 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

iv. Baltimore, Maryland

ANSWER TO PARAGRAPH 428:

To the extent that the allegations of Paragraph 428 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 428, and therefore denies them.

ANSWER TO PARAGRAPH 429:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 429, and therefore denies them.

ANSWER TO PARAGRAPH 430:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 430, and therefore denies them.

ANSWER TO PARAGRAPH 431:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 431, and therefore denies them.

ANSWER TO PARAGRAPH 432:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 432, and therefore denies them.

ANSWER TO PARAGRAPH 433:

To the extent that the allegations of Paragraph 433 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 433, and therefore denies them.

ANSWER TO PARAGRAPH 434:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 434, and therefore denies them.

v. Boston, Massachusetts

ANSWER TO PARAGRAPH 435:

To the extent that the allegations of Paragraph 435 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 435, and therefore denies them.

ANSWER TO PARAGRAPH 436:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 436, and therefore denies them.

ANSWER TO PARAGRAPH 437:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 437, and therefore denies them.

ANSWER TO PARAGRAPH 438:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 438, and therefore denies them.

ANSWER TO PARAGRAPH 439:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 439, and therefore denies them.

ANSWER TO PARAGRAPH 440:

To the extent that the allegations of Paragraph 440 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 440, and therefore denies them.

ANSWER TO PARAGRAPH 441:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 441, and therefore denies them.

vi. Charlotte, North Carolina

ANSWER TO PARAGRAPH 442:

To the extent that the allegations of Paragraph 442 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 442, and therefore denies them.

ANSWER TO PARAGRAPH 443:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 443, and therefore denies them.

ANSWER TO PARAGRAPH 444:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 444, and therefore denies them.

ANSWER TO PARAGRAPH 445:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 445, and therefore denies them.

ANSWER TO PARAGRAPH 446:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 446, and therefore denies them.

ANSWER TO PARAGRAPH 447:

Prometheus avers that the allegations of Paragraph 447 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 447 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 447 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

vii. Chicago, Illinois

ANSWER TO PARAGRAPH 448:

To the extent that the allegations of Paragraph 448 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 448, and therefore denies them.

ANSWER TO PARAGRAPH 449:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 449, and therefore denies them.

ANSWER TO PARAGRAPH 450:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 450, and therefore denies them.

ANSWER TO PARAGRAPH 451:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 451, and therefore denies them.

ANSWER TO PARAGRAPH 452:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 452, and therefore denies them.

ANSWER TO PARAGRAPH 453:

To the extent that the allegations of Paragraph 453 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 453, and therefore denies them.

viii. Dallas, Texas

ANSWER TO PARAGRAPH 454:

To the extent that the allegations of Paragraph 454 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 454, and therefore denies them.

ANSWER TO PARAGRAPH 455:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 455, and therefore denies them.

ANSWER TO PARAGRAPH 456:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 456, and therefore denies them.

ANSWER TO PARAGRAPH 457:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 457, and therefore denies them.

ANSWER TO PARAGRAPH 458:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 458, and therefore denies them.

ANSWER TO PARAGRAPH 459:

Prometheus avers that the allegations of Paragraph 459 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 459 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 459 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ix. Denver, Colorado

ANSWER TO PARAGRAPH 460:

To the extent that the allegations of Paragraph 460 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 460, and therefore denies them.

ANSWER TO PARAGRAPH 461:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 461, and therefore denies them.

ANSWER TO PARAGRAPH 462:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 462, and therefore denies them.

ANSWER TO PARAGRAPH 463:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 463, and therefore denies them.

ANSWER TO PARAGRAPH 464:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 464, and therefore denies them.

ANSWER TO PARAGRAPH 465:

To the extent that the allegations of Paragraph 465 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 465, and therefore denies them.

ANSWER TO PARAGRAPH 466:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 466, and therefore denies them.

x. Detroit, Michigan

ANSWER TO PARAGRAPH 467:

To the extent that the allegations of Paragraph 467 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 467, and therefore denies them.

ANSWER TO PARAGRAPH 468:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 468, and therefore denies them.

ANSWER TO PARAGRAPH 469:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 469, and therefore denies them.

ANSWER TO PARAGRAPH 470:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 470, and therefore denies them.

ANSWER TO PARAGRAPH 471:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 471, and therefore denies them.

ANSWER TO PARAGRAPH 472:

To the extent that the allegations of Paragraph 472 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 472, and therefore denies them.

xi. Houston, Texas

ANSWER TO PARAGRAPH 473:

To the extent that the allegations of Paragraph 473 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 473, and therefore denies them.

ANSWER TO PARAGRAPH 474:

T Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 474, and therefore denies them.

ANSWER TO PARAGRAPH 475:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 475, and therefore denies them.

ANSWER TO PARAGRAPH 476:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 476, and therefore denies them.

ANSWER TO PARAGRAPH 477:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 477, and therefore denies them.

ANSWER TO PARAGRAPH 478:

To the extent that the allegations of Paragraph 478 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 478, and therefore denies them.

xii. Jacksonville, Florida

ANSWER TO PARAGRAPH 479:

To the extent that the allegations of Paragraph 479 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 479, and therefore denies them.

ANSWER TO PARAGRAPH 480:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 480, and therefore denies them.

ANSWER TO PARAGRAPH 481:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 481, and therefore denies them.

ANSWER TO PARAGRAPH 482:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 482, and therefore denies them.

ANSWER TO PARAGRAPH 483:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 483, and therefore denies them.

ANSWER TO PARAGRAPH 484:

To the extent that the allegations of Paragraph 484 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 484, and therefore denies them.

xiii. Las Vegas, Nevada

ANSWER TO PARAGRAPH 485:

To the extent that the allegations of Paragraph 485 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 485, and therefore denies them.

ANSWER TO PARAGRAPH 486:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 486, and therefore denies them.

ANSWER TO PARAGRAPH 487:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 487, and therefore denies them.

ANSWER TO PARAGRAPH 488:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 488, and therefore denies them.

ANSWER TO PARAGRAPH 489:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 489, and therefore denies them.

ANSWER TO PARAGRAPH 490:

To the extent that the allegations of Paragraph 490 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 490, and therefore denies them.

xiv. Los Angeles, California

ANSWER TO PARAGRAPH 491:

To the extent that the allegations of Paragraph 491 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 491, and therefore denies them.

ANSWER TO PARAGRAPH 492:

To the extent that the allegations of Paragraph 492 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 492, and therefore denies them.

ANSWER TO PARAGRAPH 493:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 493, and therefore denies them.

ANSWER TO PARAGRAPH 494:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 494, and therefore denies them.

ANSWER TO PARAGRAPH 495:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 495, and therefore denies them.

ANSWER TO PARAGRAPH 496:

To the extent that the allegations of Paragraph 496 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 496, and therefore denies them.

ANSWER TO PARAGRAPH 497:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 497, and therefore denies them.

xv. Memphis, Tennessee

ANSWER TO PARAGRAPH 498:

To the extent that the allegations of Paragraph 498 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 498, and therefore denies them.

ANSWER TO PARAGRAPH 499:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 499, and therefore denies them.

ANSWER TO PARAGRAPH 500:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 500, and therefore denies them.

ANSWER TO PARAGRAPH 501:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 501, and therefore denies them.

ANSWER TO PARAGRAPH 502:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 502, and therefore denies them.

ANSWER TO PARAGRAPH 503:

To the extent that the allegations of Paragraph 503 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 503, and therefore denies them.

xvi. Miami, Florida

ANSWER TO PARAGRAPH 504:

To the extent that the allegations of Paragraph 504 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 504, and therefore denies them.

ANSWER TO PARAGRAPH 505:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 505, and therefore denies them.

ANSWER TO PARAGRAPH 506:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 506, and therefore denies them.

ANSWER TO PARAGRAPH 507:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 507, and therefore denies them.

ANSWER TO PARAGRAPH 508:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 508, and therefore denies them.

ANSWER TO PARAGRAPH 509:

Prometheus avers that the allegations of Paragraph 509 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 509 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 509 relate to other defendants or other persons,

Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

xvii. Milwaukee, Wisconsin

ANSWER TO PARAGRAPH 510:

To the extent that the allegations of Paragraph 510 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 510, and therefore denies them.

ANSWER TO PARAGRAPH 511:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 511, and therefore denies them.

ANSWER TO PARAGRAPH 512:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 512, and therefore denies them.

ANSWER TO PARAGRAPH 513:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 513, and therefore denies them.

ANSWER TO PARAGRAPH 514:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 514, and therefore denies them.

ANSWER TO PARAGRAPH 515:

To the extent that the allegations of Paragraph 515 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 515, and therefore denies them.

xviii. Minneapolis, Minnesota

ANSWER TO PARAGRAPH 516:

To the extent that the allegations of Paragraph 516 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 516, and therefore denies them.

ANSWER TO PARAGRAPH 517:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 517, and therefore denies them.

ANSWER TO PARAGRAPH 518:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 518, and therefore denies them.

ANSWER TO PARAGRAPH 519:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 519, and therefore denies them.

ANSWER TO PARAGRAPH 520:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 520, and therefore denies them.

ANSWER TO PARAGRAPH 521:

To the extent that the allegations of Paragraph 521 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 521, and therefore denies them.

xix. New York, New York

ANSWER TO PARAGRAPH 522:

To the extent that the allegations of Paragraph 522 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 522, and therefore denies them.

ANSWER TO PARAGRAPH 523:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 523, and therefore denies them.

ANSWER TO PARAGRAPH 524:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 524, and therefore denies them.

ANSWER TO PARAGRAPH 525:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 525, and therefore denies them.

ANSWER TO PARAGRAPH 526:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 526, and therefore denies them.

ANSWER TO PARAGRAPH 527:

To the extent that the allegations of Paragraph 527 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 527, and therefore denies them.

ANSWER TO PARAGRAPH 528:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 528, and therefore denies them.

xx. Orlando, Florida

ANSWER TO PARAGRAPH 529:

To the extent that the allegations of Paragraph 529 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 529, and therefore denies them.

ANSWER TO PARAGRAPH 530:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 530, and therefore denies them.

ANSWER TO PARAGRAPH 531:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 531, and therefore denies them.

ANSWER TO PARAGRAPH 532:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 532, and therefore denies them.

ANSWER TO PARAGRAPH 533:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 533, and therefore denies them.

ANSWER TO PARAGRAPH 534:

Prometheus avers that the allegations of Paragraph 534 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 534 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 534 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

xxi. Philadelphia, Pennsylvania

ANSWER TO PARAGRAPH 535:

To the extent that the allegations of Paragraph 535 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 535, and therefore denies them.

ANSWER TO PARAGRAPH 536:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 536, and therefore denies them.

ANSWER TO PARAGRAPH 537:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 537, and therefore denies them.

ANSWER TO PARAGRAPH 538:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 538, and therefore denies them.

ANSWER TO PARAGRAPH 539:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 539, and therefore denies them.

xxii. Phoenix, Arizona

ANSWER TO PARAGRAPH 540:

To the extent that the allegations of Paragraph 540 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 540, and therefore denies them.

ANSWER TO PARAGRAPH 541:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 541, and therefore denies them.

ANSWER TO PARAGRAPH 542:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 542, and therefore denies them.

ANSWER TO PARAGRAPH 543:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 543, and therefore denies them.

ANSWER TO PARAGRAPH 544:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 544, and therefore denies them.

ANSWER TO PARAGRAPH 545:

To the extent that the allegations of Paragraph 545 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 545, and therefore denies them.

ANSWER TO PARAGRAPH 546:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 546, and therefore denies them.

xxiii. Pittsburgh, Pennsylvania

ANSWER TO PARAGRAPH 547:

To the extent that the allegations of Paragraph 547 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus

lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 547, and therefore denies them.

ANSWER TO PARAGRAPH 548:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 548, and therefore denies them.

ANSWER TO PARAGRAPH 549:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 549, and therefore denies them.

ANSWER TO PARAGRAPH 550:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 550, and therefore denies them.

ANSWER TO PARAGRAPH 551:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 551, and therefore denies them.

ANSWER TO PARAGRAPH 552:

To the extent that the allegations of Paragraph 552 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 552, and therefore denies them.

xxiv. Portland, Oregon

ANSWER TO PARAGRAPH 553:

To the extent that the allegations of Paragraph 553 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 553, and therefore denies them.

ANSWER TO PARAGRAPH 554:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 554, and therefore denies them.

ANSWER TO PARAGRAPH 555:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 555, and therefore denies them.

ANSWER TO PARAGRAPH 556:

Prometheus denies that MSAs are in any way relevant factually or legally with respect to any antitrust or class certification analysis and Prometheus admits that it operates some properties in the stated MSA. Prometheus lacks knowledge or information sufficient to form a belief as to their truth about the remaining allegations in Paragraph 556, and therefore denies them.

ANSWER TO PARAGRAPH 557:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 557, and therefore denies them.

ANSWER TO PARAGRAPH 558:

To the extent that the allegations of Paragraph 558 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 558, and therefore denies them.

ANSWER TO PARAGRAPH 559:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 559, and therefore denies them.

xxv. San Diego, California

ANSWER TO PARAGRAPH 560:

To the extent that the allegations of Paragraph 560 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 560, and therefore denies them.

ANSWER TO PARAGRAPH 561:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 561, and therefore denies them.

ANSWER TO PARAGRAPH 562:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 562, and therefore denies them.

ANSWER TO PARAGRAPH 563:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 563, and therefore denies them.

ANSWER TO PARAGRAPH 564:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 564, and therefore denies them.

ANSWER TO PARAGRAPH 565:

To the extent that the allegations of Paragraph 565 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 565, and therefore denies them.

ANSWER TO PARAGRAPH 566:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 566, and therefore denies them.

xxvi. San Francisco, California

ANSWER TO PARAGRAPH 567:

To the extent that the allegations of Paragraph 567 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 567, and therefore denies them.

ANSWER TO PARAGRAPH 568:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 568, and therefore denies them.

ANSWER TO PARAGRAPH 569:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 569, and therefore denies them.

ANSWER TO PARAGRAPH 570:

Prometheus denies that MSAs are in any way relevant factually or legally with respect to any antitrust or class certification analysis and Prometheus admits that it operates some properties in the stated MSA. Prometheus lacks knowledge or information sufficient to form a belief as to their truth about the remaining allegations in Paragraph 570, and therefore denies them.

ANSWER TO PARAGRAPH 571:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 571, and therefore denies them.

ANSWER TO PARAGRAPH 572:

To the extent that the allegations of Paragraph 572 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 572, and therefore denies them.

ANSWER TO PARAGRAPH 573:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 573, and therefore denies them.

xxvii. San Jose, California

ANSWER TO PARAGRAPH 574:

To the extent that the allegations of Paragraph 574 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks 574 or information sufficient to form a belief as to the truth of the allegations of Paragraph 574, and therefore denies them.

ANSWER TO PARAGRAPH 575:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 575, and therefore denies them.

ANSWER TO PARAGRAPH 576:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 576, and therefore denies them.

ANSWER TO PARAGRAPH 577:

Prometheus denies that MSAs are in any way relevant factually or legally with respect to any antitrust or class certification analysis and Prometheus admits that it operates some properties in

the stated MSA. Prometheus lacks knowledge or information sufficient to form a belief as to their truth about the remaining allegations in Paragraph 577, and therefore denies them.

ANSWER TO PARAGRAPH 578:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 578, and therefore denies them.

ANSWER TO PARAGRAPH 579:

To the extent that the allegations of Paragraph 579 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 579, and therefore denies them.

ANSWER TO PARAGRAPH 580:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 580, and therefore denies them.

xxviii. Seattle, Washington

ANSWER TO PARAGRAPH 581:

To the extent that the allegations of Paragraph 581 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 581, and therefore denies them.

ANSWER TO PARAGRAPH 582:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 582, and therefore denies them.

ANSWER TO PARAGRAPH 583:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 583, and therefore denies them.

ANSWER TO PARAGRAPH 584:

Prometheus denies that MSAs are in any way relevant factually or legally with respect to any antitrust or class certification analysis and Prometheus admits that it operates some properties in the stated MSA. Prometheus lacks knowledge or information sufficient to form a belief as to their truth about the remaining allegations in Paragraph 584, and therefore denies them.

ANSWER TO PARAGRAPH 585:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 585, and therefore denies them.

ANSWER TO PARAGRAPH 586:

To the extent that the allegations of Paragraph 586 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 586, and therefore denies them.

ANSWER TO PARAGRAPH 587:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 587, and therefore denies them.

xxix. St. Louis, Missouri

ANSWER TO PARAGRAPH 588:

To the extent that the allegations of Paragraph 588 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 588, and therefore denies them.

ANSWER TO PARAGRAPH 589:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 589, and therefore denies them.

ANSWER TO PARAGRAPH 590:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 590, and therefore denies them.

ANSWER TO PARAGRAPH 591:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 591, and therefore denies them.

ANSWER TO PARAGRAPH 592:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 592, and therefore denies them.

ANSWER TO PARAGRAPH 593:

To the extent that the allegations of Paragraph 593 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 593, and therefore denies them.

xxx. Tampa, Florida

ANSWER TO PARAGRAPH 594:

To the extent that the allegations of Paragraph 594 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 594, and therefore denies them.

ANSWER TO PARAGRAPH 595:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 595, and therefore denies them.

ANSWER TO PARAGRAPH 596:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 596, and therefore denies them.

ANSWER TO PARAGRAPH 597:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 597, and therefore denies them.

ANSWER TO PARAGRAPH 598:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 598, and therefore denies them.

ANSWER TO PARAGRAPH 599:

Prometheus avers that the allegations of Paragraph 599 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 599 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 599 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

xxxi. Tucson, Arizona

ANSWER TO PARAGRAPH 600:

To the extent that the allegations of Paragraph 600 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 600, and therefore denies them.

ANSWER TO PARAGRAPH 601:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 601, and therefore denies them.

ANSWER TO PARAGRAPH 602:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 602, and therefore denies them.

ANSWER TO PARAGRAPH 603:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 603, and therefore denies them.

ANSWER TO PARAGRAPH 604:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 604, and therefore denies them.

ANSWER TO PARAGRAPH 605:

To the extent that the allegations of Paragraph 605 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 605, and therefore denies them.

xxxii. Washington, District of Columbia

ANSWER TO PARAGRAPH 606:

To the extent that the allegations of Paragraph 606 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 606, and therefore denies them.

ANSWER TO PARAGRAPH 607:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 607, and therefore denies them.

ANSWER TO PARAGRAPH 608:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 608, and therefore denies them.

ANSWER TO PARAGRAPH 609:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 609, and therefore denies them.

ANSWER TO PARAGRAPH 610:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 610, and therefore denies them.

ANSWER TO PARAGRAPH 611:

To the extent that the allegations of Paragraph 611 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 611, and therefore denies them.

ANSWER TO PARAGRAPH 612:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 612, and therefore denies them.

xxxiii. Wilmington, North Carolina

ANSWER TO PARAGRAPH 613:

To the extent that the allegations of Paragraph 613 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 613, and therefore denies them.

ANSWER TO PARAGRAPH 614:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 614, and therefore denies them.

ANSWER TO PARAGRAPH 615:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 615, and therefore denies them.

ANSWER TO PARAGRAPH 616:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 616, and therefore denies them.

ANSWER TO PARAGRAPH 617:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 617, and therefore denies them.

ANSWER TO PARAGRAPH 618:

To the extent that the allegations of Paragraph 618 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 618, and therefore denies them.

ANSWER TO PARAGRAPH 619:

To the extent that the allegations of Paragraph 619 are legal contentions or conclusions, Prometheus avers that no response is required. If a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 619 to the extent they pertain to other defendants or persons, and therefore denies them. Further, Prometheus denies all of the allegations of Paragraph 619 to the extent they purport to pertain to Prometheus.

xxxiv. Birmingham-Hoover, AL MSA

ANSWER TO PARAGRAPH 620:

To the extent that the allegations of Paragraph 620 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 620, and therefore denies them.

ANSWER TO PARAGRAPH 621:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 621, and therefore denies them.

ANSWER TO PARAGRAPH 622:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 622, and therefore denies them.

ANSWER TO PARAGRAPH 623:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 623, and therefore denies them.

ANSWER TO PARAGRAPH 624:

To the extent that the allegations of Paragraph 624 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 624, and therefore denies them.

xxxv. Buffalo, New York

ANSWER TO PARAGRAPH 625:

To the extent that the allegations of Paragraph 625 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 625, and therefore denies them.

ANSWER TO PARAGRAPH 626:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 626, and therefore denies them.

ANSWER TO PARAGRAPH 627:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 627, and therefore denies them.

ANSWER TO PARAGRAPH 628:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 628, and therefore denies them.

ANSWER TO PARAGRAPH 629:

To the extent that the allegations of Paragraph 629 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 629, and therefore denies them.

xxxvi. Cincinnati, Ohio

ANSWER TO PARAGRAPH 630:

To the extent that the allegations of Paragraph 630 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 630, and therefore denies them.

ANSWER TO PARAGRAPH 631:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 631, and therefore denies them.

ANSWER TO PARAGRAPH 632:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 632, and therefore denies them.

ANSWER TO PARAGRAPH 633:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 633, and therefore denies them.

ANSWER TO PARAGRAPH 634:

To the extent that the allegations of Paragraph 634 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 634, and therefore denies them.

xxxvii. Cleveland, Ohio

ANSWER TO PARAGRAPH 635:

To the extent that the allegations of Paragraph 635 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 635, and therefore denies them.

ANSWER TO PARAGRAPH 636:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 636, and therefore denies them.

ANSWER TO PARAGRAPH 637:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 637, and therefore denies them.

ANSWER TO PARAGRAPH 638:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 638, and therefore denies them.

ANSWER TO PARAGRAPH 639:

To the extent that the allegations of Paragraph 639 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 639, and therefore denies them.

xxxviii. Columbus, Ohio

ANSWER TO PARAGRAPH 640:

To the extent that the allegations of Paragraph 640 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 640, and therefore denies them.

ANSWER TO PARAGRAPH 641:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 641, and therefore denies them.

ANSWER TO PARAGRAPH 642:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 642, and therefore denies them.

ANSWER TO PARAGRAPH 643:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 643, and therefore denies them.

ANSWER TO PARAGRAPH 644:

To the extent that the allegations of Paragraph 644 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 644, and therefore denies them.

xxxix. Hartford, Connecticut

ANSWER TO PARAGRAPH 645:

To the extent that the allegations of Paragraph 645 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 645, and therefore denies them.

ANSWER TO PARAGRAPH 646:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 646, and therefore denies them.

ANSWER TO PARAGRAPH 647:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 647, and therefore denies them.

ANSWER TO PARAGRAPH 648:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 648, and therefore denies them.

ANSWER TO PARAGRAPH 649:

To the extent that the allegations of Paragraph 649 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 649, and therefore denies them.

xl. Riverside, California

ANSWER TO PARAGRAPH 650:

To the extent that the allegations of Paragraph 650 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 650, and therefore denies them.

ANSWER TO PARAGRAPH 651:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 651, and therefore denies them.

ANSWER TO PARAGRAPH 652:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 652, and therefore denies them.

ANSWER TO PARAGRAPH 653:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 653, and therefore denies them.

ANSWER TO PARAGRAPH 654:

To the extent that the allegations of Paragraph 654 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 654, and therefore denies them.

xli. Sacramento, California

ANSWER TO PARAGRAPH 655:

To the extent that the allegations of Paragraph 655 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 655, and therefore denies them.

ANSWER TO PARAGRAPH 656:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 656, and therefore denies them.

ANSWER TO PARAGRAPH 657:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 657, and therefore denies them.

ANSWER TO PARAGRAPH 658:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 658, and therefore denies them.

ANSWER TO PARAGRAPH 659:

To the extent that the allegations of Paragraph 659 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 659, and therefore denies them.

xlii. Salt Lake City, Utah

ANSWER TO PARAGRAPH 660:

To the extent that the allegations of Paragraph 660 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 660, and therefore denies them.

ANSWER TO PARAGRAPH 661:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 661, and therefore denies them.

ANSWER TO PARAGRAPH 662:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 662, and therefore denies them.

ANSWER TO PARAGRAPH 663:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 663, and therefore denies them.

ANSWER TO PARAGRAPH 664:

To the extent that the allegations of Paragraph 664 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 664, and therefore denies them.

xliii. San Antonio, Texas

ANSWER TO PARAGRAPH 665:

To the extent that the allegations of Paragraph 665 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 665, and therefore denies them.

ANSWER TO PARAGRAPH 666:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 666, and therefore denies them.

ANSWER TO PARAGRAPH 667:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 667, and therefore denies them.

ANSWER TO PARAGRAPH 668:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 668, and therefore denies them.

ANSWER TO PARAGRAPH 669:

To the extent that the allegations of Paragraph 669 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 669, and therefore denies them.

xliv. San Juan, Puerto Rico

ANSWER TO PARAGRAPH 670:

To the extent that the allegations of Paragraph 670 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 670, and therefore denies them.

ANSWER TO PARAGRAPH 671:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 671, and therefore denies them.

ANSWER TO PARAGRAPH 672:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 672, and therefore denies them.

xlv. Virginia Beach, Virginia

ANSWER TO PARAGRAPH 673:

To the extent that the allegations of Paragraph 673 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 673, and therefore denies them.

ANSWER TO PARAGRAPH 674:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 674, and therefore denies them.

ANSWER TO PARAGRAPH 675:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 675, and therefore denies them.

ANSWER TO PARAGRAPH 676:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 676, and therefore denies them.

ANSWER TO PARAGRAPH 677:

To the extent that the allegations of Paragraph 677 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 677, and therefore denies them.

ANSWER TO PARAGRAPH 678:

Prometheus avers that the allegations of Paragraph 678 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 678 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 678 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 679:

To the extent that the allegations of Paragraph 679 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 679, and therefore denies them.

ANSWER TO PARAGRAPH 680:

Prometheus avers that the allegations of Paragraph 680 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 680 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 680 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

VII. CLASS ACTION ALLEGATIONS

ANSWER TO PARAGRAPH 681:

Prometheus denies all of the allegations of paragraph 681, with the exception of matters specifically admitted herein as follows. Prometheus admits that Plaintiffs purport to bring this action as a putative class action as defined in Paragraph 681, but otherwise denies that there is a properly certifiable class as defined in Paragraph 681.

ANSWER TO PARAGRAPH 682:

Prometheus denies all of the allegations of paragraph 682, with the exception of matters specifically admitted herein as follows. Prometheus admits that Plaintiffs purport to exclude certain persons and entities from Plaintiffs' putative class, but otherwise denies that there is a properly certifiable class.

ANSWER TO PARAGRAPH 683:

Prometheus avers that the allegations of Paragraph 683 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of the allegations of Paragraph 683 to the extent they purport to pertain to Prometheus. Further, to the extent that the allegations of Paragraph 683 relate to other defendants or other persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them.

ANSWER TO PARAGRAPH 684:

Prometheus denies each and every allegation of Paragraph 684 and its subparts. Prometheus specifically denies that Plaintiffs have suffered any injury or damages as a result of any alleged conduct by Prometheus, or that they have sufficiently stated any claims for relief against Prometheus.

ANSWER TO PARAGRAPH 685:

Prometheus denies each and every allegation of Paragraph 685.

ANSWER TO PARAGRAPH 686:

Prometheus denies each and every allegation of Paragraph 686.

ANSWER TO PARAGRAPH 687:

Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 687, and therefore denies them.

ANSWER TO PARAGRAPH 688:

Prometheus denies each and every allegation of Paragraph 688.

ANSWER TO PARAGRAPH 689:

Prometheus denies each and every allegation of Paragraph 689.

ANSWER TO PARAGRAPH 690:

To the extent that the allegations of Paragraph 690 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 690, and therefore denies them.

VIII. ANTITRUST INJURY

ANSWER TO PARAGRAPH 691:

To the extent that the allegations of Paragraph 691 and its subparts relate to other defendants or persons, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent that the allegations of Paragraph 691 and its subparts relate to Prometheus, Prometheus denies all of those allegations.

ANSWER TO PARAGRAPH 692:

Prometheus denies each and every allegation of Paragraph 692.

ANSWER TO PARAGRAPH 693:

Prometheus denies each and every allegation of Paragraph 693.

IX. CONTINUING VIOLATION

ANSWER TO PARAGRAPH 694:

To the extent that the allegations of Paragraph 694 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 694, and therefore denies them.

ANSWER TO PARAGRAPH 695:

Prometheus avers that the allegations of Paragraph 695 constitute legal contentions and/or conclusions to which no response is required. To the extent that a response is required and to the extent that the allegations of Paragraph 695 relate to other defendants, Prometheus lacks knowledge

or information sufficient to form a belief as to their truth, and therefore denies them. To the extent that a response is required as to matters relating to Prometheus, Prometheus denies all of the allegations of Paragraph 695, with the exception of matters specifically admitted herein as follows. Prometheus admits that the SAC includes the described allegations but denies the allegations described in Paragraph 695.

ANSWER TO PARAGRAPH 696:

Prometheus denies each and every allegation of Paragraph 696.

ANSWER TO PARAGRAPH 697:

Prometheus denies each and every allegation of Paragraph 697.

ANSWER TO PARAGRAPH 698:

To the extent that the allegations of Paragraph 698 are legal contentions or conclusions, Prometheus avers that no response is required. To the extent a response is required, Prometheus lacks knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 698, and therefore denies them.

ANSWER TO PARAGRAPH 699:

Prometheus denies each and every allegation of Paragraph 699.

ANSWER TO PARAGRAPH 700:

Prometheus denies each and every allegation of Paragraph 700.

X. CLAIMS FOR RELIEF

COUNT I

**Price Fixing in Violation of
Section 1 of the Sherman Act (15 U.S.C. § 1)**

ANSWER TO PARAGRAPH 701:

Prometheus admits that Paragraph 701 purports to incorporate preceding allegations. Prometheus repeats and incorporates by reference its responses to Paragraphs 1 through 700 of the SAC with the same force and effect as if set forth herein at length.

ANSWER TO PARAGRAPH 702:

Prometheus avers that the allegations of Paragraph 702 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of those allegations.

ANSWER TO PARAGRAPH 703:

Prometheus avers that the allegations of Paragraph 703 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of those allegations.

ANSWER TO PARAGRAPH 704:

Prometheus avers that the allegations of Paragraph 704 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of those allegations.

ANSWER TO PARAGRAPH 705:

Prometheus avers that the allegations of Paragraph 705 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of those allegations.

ANSWER TO PARAGRAPH 706:

Prometheus avers that the allegations of Paragraph 706 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of those allegations.

ANSWER TO PARAGRAPH 707:

Prometheus avers that the allegations of Paragraph 707 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of those allegations.

COUNT II

**Violation of State Antitrust Statutes
(On behalf of Plaintiffs and the Class)**

ANSWER TO PARAGRAPH 708:

Prometheus admits that Paragraph 708 purports to incorporate preceding allegations. Prometheus repeats and incorporates by reference its responses to Paragraphs 1 through 707 of the SAC with the same force and effect as if set forth herein at length.

ANSWER TO PARAGRAPH 709:

Prometheus avers that the allegations of Paragraph 709 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of those allegations.

ANSWER TO PARAGRAPH 710:

Prometheus avers that the allegations of Paragraph 710 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of those allegations.

ANSWER TO PARAGRAPH 711:

Prometheus avers that the allegations of Paragraph 711 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of those allegations.

ANSWER TO PARAGRAPH 712:

Prometheus avers that the allegations of Paragraph 712 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of those allegations.

ANSWER TO PARAGRAPH 713:

Prometheus avers that the allegations of Paragraph 713 constitute legal contentions and/or conclusions to which no response is required. To the extent that a response is required and to the extent that the allegations of Paragraph 713 relate to other defendants, Prometheus lacks knowledge or information sufficient to form a belief as to their truth, and therefore denies them. To the extent that a response is required as to matters relating to Prometheus, Prometheus denies all of the allegations of Paragraph 713, with the exception of matters specifically admitted herein as follows. Prometheus admits that Plaintiffs seek damages, costs, and attorneys' fees but denies that Plaintiffs are entitled to damages, costs, attorneys' fees, or any other relief.

ANSWER TO PARAGRAPH 714:

Prometheus avers that the allegations of Paragraph 714 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of those allegations.

ANSWER TO PARAGRAPH 715:

Prometheus avers that the allegations of Paragraph 715 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of those allegations.

ANSWER TO PARAGRAPH 716:

Prometheus avers that the allegations of Paragraph 716 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of those allegations.

ANSWER TO PARAGRAPH 717:

Prometheus avers that the allegations of Paragraph 717 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of those allegations.

ANSWER TO PARAGRAPH 718:

Prometheus avers that the allegations of Paragraph 718 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of those allegations.

ANSWER TO PARAGRAPH 719:

Prometheus avers that the allegations of Paragraph 719 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of those allegations.

ANSWER TO PARAGRAPH 720:

Prometheus avers that the allegations of Paragraph 720 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of those allegations.

ANSWER TO PARAGRAPH 721:

Prometheus avers that the allegations of Paragraph 721 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of those allegations.

ANSWER TO PARAGRAPH 722:

Prometheus avers that the allegations of Paragraph 722 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of those allegations.

ANSWER TO PARAGRAPH 723:

Prometheus avers that the allegations of Paragraph 723 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of those allegations.

ANSWER TO PARAGRAPH 724:

Prometheus avers that the allegations of Paragraph 724 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of those allegations.

ANSWER TO PARAGRAPH 725:

Prometheus avers that the allegations of Paragraph 725 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of those allegations.

ANSWER TO PARAGRAPH 726:

Prometheus avers that the allegations of Paragraph 726 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of those allegations.

ANSWER TO PARAGRAPH 727:

Prometheus avers that the allegations of Paragraph 727 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of those allegations.

ANSWER TO PARAGRAPH 728:

Prometheus avers that the allegations of Paragraph 728 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of those allegations.

ANSWER TO PARAGRAPH 729:

Prometheus avers that the allegations of Paragraph 729 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of those allegations.

ANSWER TO PARAGRAPH 730:

Prometheus avers that the allegations of Paragraph 730 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of those allegations.

ANSWER TO PARAGRAPH 731:

Prometheus avers that the allegations of Paragraph 731 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of those allegations.

ANSWER TO PARAGRAPH 732:

Prometheus avers that the allegations of Paragraph 732 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of those allegations.

ANSWER TO PARAGRAPH 733:

Prometheus avers that the allegations of Paragraph 733 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of those allegations.

ANSWER TO PARAGRAPH 734:

Prometheus avers that the allegations of Paragraph 734 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of those allegations.

ANSWER TO PARAGRAPH 735:

Prometheus avers that the allegations of Paragraph 735 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of those allegations.

ANSWER TO PARAGRAPH 736:

Prometheus avers that the allegations of Paragraph 736 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of those allegations.

ANSWER TO PARAGRAPH 737:

Prometheus avers that the allegations of Paragraph 737 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of those allegations.

ANSWER TO PARAGRAPH 738:

Prometheus avers that the allegations of Paragraph 738 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of those allegations.

ANSWER TO PARAGRAPH 739:

Prometheus avers that the allegations of Paragraph 739 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of those allegations.

ANSWER TO PARAGRAPH 740:

Prometheus avers that the allegations of Paragraph 740 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of those allegations.

ANSWER TO PARAGRAPH 741:

Prometheus avers that the allegations of Paragraph 741 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of those allegations.

ANSWER TO PARAGRAPH 742:

Prometheus avers that the allegations of Paragraph 742 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of those allegations.

ANSWER TO PARAGRAPH 743:

Prometheus avers that the allegations of Paragraph 743 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of those allegations.

ANSWER TO PARAGRAPH 744:

Prometheus avers that the allegations of Paragraph 744 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of those allegations.

ANSWER TO PARAGRAPH 745:

Prometheus avers that the allegations of Paragraph 745 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of those allegations.

ANSWER TO PARAGRAPH 746:

Prometheus avers that the allegations of Paragraph 746 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of those allegations.

ANSWER TO PARAGRAPH 747:

Prometheus avers that the allegations of Paragraph 747 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of those allegations.

ANSWER TO PARAGRAPH 748:

Prometheus avers that the allegations of Paragraph 748 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of those allegations.

ANSWER TO PARAGRAPH 749:

Prometheus avers that the allegations of Paragraph 749 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of those allegations.

ANSWER TO PARAGRAPH 750:

Prometheus avers that the allegations of Paragraph 750 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of those allegations.

ANSWER TO PARAGRAPH 751:

Prometheus avers that the allegations of Paragraph 751 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of those allegations.

ANSWER TO PARAGRAPH 752:

Prometheus avers that the allegations of Paragraph 752 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of those allegations.

ANSWER TO PARAGRAPH 753:

Prometheus avers that the allegations of Paragraph 753 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of those allegations.

ANSWER TO PARAGRAPH 754:

Prometheus avers that the allegations of Paragraph 754 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of those allegations.

ANSWER TO PARAGRAPH 755:

Prometheus avers that the allegations of Paragraph 755 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of those allegations.

ANSWER TO PARAGRAPH 756:

Prometheus avers that the allegations of Paragraph 756 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of those allegations.

ANSWER TO PARAGRAPH 757:

Prometheus avers that the allegations of Paragraph 757 constitute legal contentions and/or conclusions to which no response is required, but Prometheus nonetheless denies all of those allegations.

XI. PRAYER FOR RELIEF

Prometheus admits that Plaintiffs ask the Court for relief. Prometheus denies the allegations contained in Paragraphs A-E of Plaintiffs' Prayer for Relief and denies that Plaintiffs are entitled to any relief. Prometheus requests that Plaintiffs take nothing and this suit be dismissed with prejudice.

JURY TRIAL DEMAND

Prometheus admits that Plaintiffs demand a jury trial. Prometheus denies that a trial is necessary because Plaintiffs' claims should be dismissed as a matter of law. In addition, Prometheus denies that Plaintiffs are entitled to a jury trial to the extent that Plaintiffs or any purported class member entered into a contractual agreement to arbitrate, waive a jury trial, or waive class action, which precludes such jury trial and which Prometheus intends to enforce.

* * *

ADDITIONAL OR AFFIRMATIVE DEFENSES

Without assuming any burden it would not otherwise bear, Prometheus asserts the following additional and/or affirmative defenses to Plaintiffs' SAC.

To the extent necessary, Prometheus alleges Plaintiffs' claims are barred because the acts Plaintiffs allege Prometheus undertook in furtherance of the alleged conspiracy were in Prometheus's unilateral business interest. Prometheus reserves the right to assert additional affirmative defenses as they become known during discovery and based on the record as it develops, up to and including the time of trial.

FIRST ADDITIONAL OR AFFIRMATIVE DEFENSE

(Failure to State a Claim)

The SAC fails to state a claim upon which relief can be granted.

SECOND ADDITIONAL OR AFFIRMATIVE DEFENSE

(Statute of Limitations)

Plaintiffs' claims and the claims of any putative class members are barred, in whole or in part, by the applicable statute of limitations. To the extent Plaintiffs seek to bring claims outside the applicable statute of limitations, Plaintiffs' SAC is time-barred. To the extent that Plaintiffs' SAC relies on information made public more than four years ago, Plaintiff's SAC is time-barred.

THIRD ADDITIONAL OR AFFIRMATIVE DEFENSE

(No Injury)

Plaintiffs' claims and the claims of any putative class members are barred, in whole or in part, because Plaintiffs have not suffered any injury in fact and/or any injury cognizable under the antitrust laws. Plaintiffs' alleged harm lies in their speculation that many companies colluded seamlessly through a conspiracy, resulting in their harm. In essence, Plaintiffs complain about the impact of naturally unpredictable changes in the market conditions that exist in the global,

national, and local economy. To the extent that Plaintiffs maintain that they were injured by these events, such an injury is not cognizable under the antitrust laws.

FOURTH ADDITIONAL OR AFFIRMATIVE DEFENSE

(No Antitrust Standing)

Plaintiffs' claims and the claims of any putative class members are barred, in whole or in part, because Plaintiffs and any putative class members lack antitrust standing and have not suffered any injury in fact and/or any injury cognizable under the antitrust laws, to the extent that their losses were contingent upon their rent being paid in full or in part by others such as employers, family members, co-tenants, and government benefits.

FIFTH ADDITIONAL OR AFFIRMATIVE DEFENSE

(No *Per Se* Conduct)

Plaintiffs' claims and the claims of any putative class members are barred, in whole or in part, because Prometheus's actions were not *per se* unlawful.

SIXTH ADDITIONAL OR AFFIRMATIVE DEFENSE

(Failure to Allege Market Power)

Plaintiffs' claims and the claims of any putative class members are barred, in whole or in part, because Prometheus and other Defendants do not possess market power, individually or collectively, in any relevant market, including the MSAs where Plaintiffs allege Prometheus owns and/or manages multifamily housing properties ("Prometheus MSAs").

SEVENTH ADDITIONAL OR AFFIRMATIVE DEFENSE

(Failure to Allege Relevant Market)

Plaintiffs' claims and the claims of any putative class members are barred, in whole or in part, because there are no anticompetitive effects in any relevant geographic market, including the Prometheus MSAs.

Plaintiffs' claims and the claims of any putative class members are barred, in whole or in part, because they have not identified a proper relevant market for purposes of this action.

Plaintiffs' claims and the claims of any putative class members are barred, in whole or in part, because they cannot demonstrate the relevant product market should be limited to "the market for the lease of multifamily residential real estate."

Plaintiffs' claims and the claims of any putative class members are barred, in whole or in part, because they failed to allege a properly defined geographic market.

EIGHTH ADDITIONAL OR AFFIRMATIVE DEFENSE

(Illinois Brick)

Plaintiffs' claims and the claims of any putative class members are barred, in whole or in part, under *Illinois Brick v. Illinois*, 431 U.S. 720 (1977).

NINTH ADDITIONAL OR AFFIRMATIVE DEFENSE

(No Harm to Competition)

Plaintiffs' claims and the claims of any putative class members are barred, in whole or in part, because none of Prometheus's alleged conduct substantially lessened competition within any properly defined market.

TENTH ADDITIONAL OR AFFIRMATIVE DEFENSE

(Failure To Mitigate)

Plaintiffs' claims and the claims of any putative class members are barred, in whole or in part, because Plaintiffs failed to exercise reasonable care to mitigate any damages they may have suffered. To the extent Plaintiffs believed that Prometheus agreed to use RealPage RMS and that such agreement had the effect of raising rental prices above competitive levels, Plaintiffs had an obligation to mitigate their damages by seeking other sources of supply, including from other property managers or owners. Plaintiffs' failure to exercise reasonable care to mitigate damages was the complete or partial cause of any damages Plaintiffs may have suffered.

ELEVENTH ADDITIONAL OR AFFIRMATIVE DEFENSE

(Lack of Proximate Cause and Intervening/Superseding Conduct)

Plaintiffs' claims and the claims of any putative class members are barred, in whole or in part, because any alleged injuries and damages either were not legally or proximately caused by any acts or omissions of Prometheus or were caused, if at all, solely and proximately by Plaintiffs' conduct or by the conduct of third parties including, without limitation, the prior, intervening, or superseding conduct of Plaintiffs or such third parties.

TWELFTH ADDITIONAL OR AFFIRMATIVE DEFENSE

(Waiver and/or Equitable Estoppel)

Plaintiffs' claims and the claims of any putative class members are barred, in whole or in part, by the doctrine of waiver and/or equitable estoppel. Plaintiffs' continued rental leases at what they now allege are prices above the competitive level manifest an intention to waive any right to bring this suit and are inconsistent with any other intention. Plaintiffs, by their actions, accepted

the benefits of an ongoing relationship with Defendants and relinquished their rights to bring suit, and are equitably estopped from asserting their claims.

THIRTEENTH ADDITIONAL OR AFFIRMATIVE DEFENSE

(Laches)

Plaintiffs' claims and the claims of any putative class members are barred by the equitable doctrine of laches. Plaintiffs demonstrated an unreasonable lack of diligence in bringing their claims. Plaintiffs' unreasonable lack of diligence in bringing their claims now bars them.

FOURTEENTH ADDITIONAL OR AFFIRMATIVE DEFENSE

(Consent)

Plaintiffs' claims and the claims of any putative class members are barred, in whole or in part, due to their ratification of, and consent to, the conduct of Prometheus. Plaintiffs' SAC demonstrates their long-standing ratification of and consent to the complained-of conduct. Accordingly, because Plaintiffs have been aware for years of the very same conduct they now challenge—and because some of that conduct provided Plaintiffs a direct benefit—Plaintiffs' claims are barred by the doctrine of ratification.

FIFTEENTH ADDITIONAL OR AFFIRMATIVE DEFENSE

(*Noerr-Pennington* and Free Speech)

Plaintiffs' claims and the claims of any putative class members are barred, in whole or in part, to the extent that they seek to impose liability on Prometheus based on the exercise of any person or entity's right to petition federal, state, and local governmental bodies, including through public statements, because such conduct was immune under the *Noerr-Pennington* doctrine and privileged under the First Amendment to the United States Constitution.

SIXTEENTH ADDITIONAL OR AFFIRMATIVE DEFENSE

(Arbitration Agreements, Jury Trial Waivers, Class Action Waivers, and/or Other Contractual Terms)

Plaintiffs' claims and the claims of any putative class members are barred, in whole or in part, to the extent the rental lease agreements pursuant to which Plaintiffs and any putative class members rented their apartments or other agreements that Plaintiffs and any putative class members entered into with a Defendant contain clauses that require arbitration of the claims at issue, require suit in a different forum, preclude a jury trial, or preclude a class or other representative proceeding.

SEVENTEETH ADDITIONAL OR AFFIRMATIVE DEFENSE

(Right to Set Off Amounts Paid)

Without admitting the existence of any contract, combination, or conspiracy in restraint of trade, and expressly denying same, Plaintiffs' claims and the claims of any putative class members are barred, in whole or in part, by Prometheus's right to set off any amounts paid to Plaintiffs by any Defendants who have settled, or do settle, Plaintiffs' claims against them in this action or any related actions.

EIGHTEENTH ADDITIONAL OR AFFIRMATIVE DEFENSE

(Contracts Without Any Purported Overcharge)

Without admitting the existence of any contract, combination, or conspiracy in restraint of trade, and expressly denying same, Plaintiffs' claims and the claims of any putative class members are barred, in whole or in part, to the extent that Plaintiffs entered into contracts that do not include any purported overcharge.

NINETEENTH ADDITIONAL OR AFFIRMATIVE DEFENSE

(Improper Damages)

Plaintiffs' claims and the claims of any putative class members are barred, in whole or in part, to the extent they seek improper multiple damage awards and/or damage awards duplicative of those sought in other actions, in violation of the Due Process guarantees of the Fifth and Fourteenth Amendments of the United States Constitution and of the Eighth Amendment of the United States Constitution.

TWENTIETH ADDITIONAL OR AFFIRMATIVE DEFENSE

(Acquiescence)

Plaintiffs' claims and the claims of any putative class members are barred, in whole or in part, by the Plaintiffs' knowing acquiescence to the restraints of trade alleged in the SAC.

TWENTY-FIRST ADDITIONAL OR AFFIRMATIVE DEFENSE

(Lack of Standing)

Plaintiffs' claims and the claims of any putative class members are barred, in whole or in part, insofar as Plaintiffs lack standing to assert any or all of the claims alleged in the SAC.

TWENTY-SECOND ADDITIONAL OR AFFIRMATIVE DEFENSE

(Lack of Jurisdiction for State Law Claims)

Some or all of Plaintiffs' state-law claims and the state-law claims of putative class members cannot be brought against Prometheus for a lack of jurisdiction. For instance, the laws of the states cited in Count II of the SAC are not intended to, and do not, apply to conduct occurring outside of those states, and Plaintiffs' SAC does not include any Plaintiff from the States of Alaska, Arizona, District of Columbia, Hawaii, Idaho, Indiana, Iowa, Kansas, Louisiana, Maine, Maryland, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, South Carolina, South Dakota, Utah, Vermont, Virginia, West Virginia, Wisconsin, and Wyoming. Many of the state laws allegedly giving rise to Plaintiffs' claims do not apply because the alleged conduct did not occur within or substantially affect the citizens or commerce of the respective states, or because Prometheus had no specific intent to impact the commerce of those states. As a result, the application of those state laws to Prometheus's conduct would violate the Due Process Clause and Commerce Clause of the U.S. Constitution, the principle of federalism, and the constitutions and laws of the respective states at issue. To the extent that the SAC seeks to assert claims or obtain relief on behalf of multifamily renters located outside of the jurisdictions governed by those laws, those claims are barred due to Plaintiffs' lack of standing and any effort to enforce those laws as to residents of other states would violate the Due Process Clause and the Commerce Clause of the U.S. Constitution and various state laws and constitutions.

TWENTY-THIRD ADDITIONAL OR AFFIRMATIVE DEFENSE

(Improper Class Action)

This action may not be maintained as a class action pursuant to Federal Rules of Civil Procedure 23(a) or 23(b)(3) because, without waiving any other arguments, Plaintiffs and the putative class members have not defined a cognizable class or class period, common questions of law or fact common to members of the putative class do not predominate over any questions affecting only individual members, and a class action is not superior to other available methods for fairly and efficiently adjudicating this controversy.

TWENTY-FOURTH ADDITIONAL OR AFFIRMATIVE DEFENSE

(Inadequate Class Representatives)

Plaintiffs' putative class should be stricken or dismissed because the Plaintiffs are not proper or adequate class representatives and their claims are not representative of the putative class.

TWENTY-FIFTH ADDITIONAL OR AFFIRMATIVE DEFENSE

(Damages Are Too Speculative)

Plaintiffs and any putative class members have not suffered any legally cognizable injury and has not suffered an injury-in-fact. If and to the extent Plaintiffs have been damaged (which Prometheus denies), the amount of damages that Plaintiffs allege to have suffered are too remote, speculative, and indirect from the alleged conduct to allow recovery, and it is impossible to ascertain, apportion, and allocate such damages with reasonable certainty.

TWENTY-SIXTH ADDITIONAL OR AFFIRMATIVE DEFENSE

(Damages Reduced by Plaintiffs' Conduct)

Upon information and belief, the claims of Plaintiffs and the claims of any putative class members are barred, in whole or in part, by Prometheus's right to set off any amount paid to Plaintiffs by damages attributable to Plaintiffs' conduct, including to the extent Plaintiffs unlawfully shared information found to be competitively sensitive regarding their rental lease agreements or potential alternative rental lease agreements.

TWENTY-SEVENTH ADDITIONAL OR AFFIRMATIVE DEFENSE

(No Private Right of Action)

Some of the state-law claims of Plaintiffs and the any putative class members are barred, in whole or in part, to the extent Plaintiffs seek damages under state laws that do not permit recovery of damages by private plaintiffs.

TWENTY-EIGHTH ADDITIONAL OR AFFIRMATIVE DEFENSE

(Failure to Comply with State Law Notice)

Plaintiffs' and the claims of any putative class members claims are barred, in whole or in part, to the extent that Plaintiffs failed to comply with the notice requirements under various state laws.

TWENTY-NINTH ADDITIONAL OR AFFIRMATIVE DEFENSE

(Justified and Procompetitive Conduct)

Some or all of Plaintiffs' claims and the claims of any putative class members, including state law claims, are barred because all of Prometheus's conduct challenged by Plaintiffs was unilateral, lawful, fair, non-deceptive, expressly authorized by law, justified, and procompetitive and reasonable, constituting a bona fide business practice consistent with industry practices and was carried out in furtherance of Prometheus's independent and legitimate business interests.

THIRTIETH ADDITIONAL OR AFFIRMATIVE DEFENSE

(*Ultra Vires*)

To the extent that any actionable conduct occurred, Plaintiffs' claims and those of the putative class are barred to the extent that such conduct was committed by any individual acting *ultra vires* or beyond the scope of any individual's express or implied authority as an agent or employee of Prometheus.

THIRTY-FIRST ADDITIONAL OR AFFIRMATIVE DEFENSE

(State Law Class Action Limitations)

Some or all of the respective state-law claims at issue, cannot be, and were not intended to be, applied in the class-action context.

THIRTY-SECOND ADDITIONAL OR AFFIRMATIVE DEFENSE

(Unjust Enrichment)

Plaintiffs' claims and the claims of any putative class members are barred, in whole or in part, because any recovery would result in unjust enrichment to Plaintiffs.

THIRTY-THIRD ADDITIONAL OR AFFIRMATIVE DEFENSE

(Unavailability of Injunctive Relief)

Plaintiffs and putative class members are not entitled to injunctive relief as against Prometheus because they have an adequate remedy at law.

Plaintiffs and putative class members fail to allege facts sufficient to support any granting of injunctive relief because their request lacks the specificity required by the Federal Rule of Civil Procedure 65.

Plaintiffs and putative class members are not entitled to injunctive relief as against Prometheus because Prometheus has not and is not continuing any of the conduct alleged herein.

THIRTY-FOURTH ADDITIONAL OR AFFIRMATIVE DEFENSE

(Incorporating Other Defendants' Defenses)

Prometheus adopts and incorporates by reference any and all other defenses asserted by any other Defendant to the extent that the defense would apply to Prometheus.

THIRTY-FIFTH ADDITIONAL OR AFFIRMATIVE DEFENSE

(Lack of Personal Jurisdiction and/or Improper Venue)

Plaintiffs and putative class members do not have general or specific personal jurisdiction over Prometheus because the actions filed against Prometheus were originally filed in the Middle District of Tennessee but fail to allege facts sufficient to support Prometheus's actual presence in Tennessee. Prometheus has no properties, operations, or employees in Tennessee. ECF No. 586-4. For the same reasons, Plaintiffs fail to allege facts to establish proper venue in the Middle District of Tennessee.

Prometheus disputes the propriety of the Court's order severing and transferring the claims against Prometheus raised in *Kabisch v. RealPage, Inc.*, No. 3:23-cv-00742 (M.D. Tenn. July 24, 2023) (ECF No. 850), as well as the attendant transfer order of the Judicial Panel on Multidistrict Litigation transferring the severed claims from the United States District Court for the Western District of Washington to the Middle District of Tennessee (*In Re: RealPage, Inc., Rental Software Antitrust Litigation (No. II)*) (J.P.M.L. Apr. 4, 2024) (ECF No. 241)), and the Court's sua sponte subsequent order stating that the severed and transferred claims against Prometheus are consolidated with the originally-filed *Kabisch* action "for all purposes." ECF No. 899. Prometheus continues to assert that Plaintiffs lack personal jurisdiction over Prometheus and that venue is improper.

THIRTY-SIXTH ADDITIONAL OR AFFIRMATIVE DEFENSE

(Right to Assert Other Defenses)

Prometheus reserves the right to assert other defenses as this action proceeds up to and including the time of trial.

* * *

Prometheus has not knowingly or intentionally waived any applicable defenses, and it reserves the right to assert and rely upon other applicable defenses that may become available or apparent during discovery in this matter. Prometheus reserves the right to amend or seek to amend its Answer and Affirmative Defenses as this action proceeds up to and including the time of trial.

PRAYER FOR RELIEF

WHEREFORE, Defendant Prometheus prays for judgment as follows:

1. That Plaintiffs take nothing under the SAC, and the SAC be dismissed with prejudice;
2. That judgment be entered in favor of Defendant Prometheus and

against Plaintiffs on each and every cause of action set forth in the SAC;

3. That Defendant Prometheus recover its costs of suit and attorneys' fees incurred herein; and
4. That Defendant Prometheus be granted such other and further relief as the Court deems just and proper.

Respectfully submitted,

Dated: April 26, 2024

/s/ Judith A. Zahid
Judith A. Zahid (admitted *pro hac vice*)
jzahid@zellelaw.com
Heather T. Rankie (admitted *pro hac vice*)
hrankie@zellelaw.com
ZELLE LLP
555 12th Street, Suite 1230
Oakland, CA 94607
Telephone: (415) 633-1916

*Counsel for Defendant Prometheus Real Estate
Group, Inc.*

CERTIFICATE OF SERVICE

I hereby certify that on April 26, 2024, I caused the foregoing to be electronically filed with the Clerk of the Court using the CM/ECF system, which will send notification of such filing to the email addresses denoted on the Electronic Mail Notice List.

/s/ Judith A. Zahid
Judith A. Zahid